

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgrailaw.com

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (302) 466-6532
FAX (410) 332-0885

231881

February 21, 2012

ENTERED
Office of Proceedings

FEB 21 2012

Part of
Public Record

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

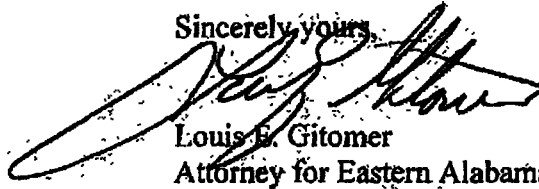
RE: Finance Docket No. 35583, *Eastern Alabama Railway LLC v. Utilities Board of the City of Sylacauga*

Dear Ms. Brown:

Enclosed for e-filing is the Rebuttal Statement of the Eastern Alabama Railway LLC.

Thank you for your assistance. If you have any questions please call or email me.

Sincerely yours,



Louis E. Gitomer
Attorney for Eastern Alabama Railway LLC

Enclosure

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

EASTERN ALABAMA RAILWAY LLC REBUTTAL

Scott G. Williams Esq.
Senior Vice President & General Counsel
RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256
(904) 538-6329

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgrailaw.com

Attorneys for: EASTERN
ALABAMA RAILWAY LLC

Dated: February 21, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

EASTERN ALABAMA RAILWAY LLC REBUTTAL

It is beyond question that the Surface Transportation Board (the "Board") has the power to preempt the condemnation action brought against the Eastern Alabama Railway LLC ("EARY") by the Utilities Board of the City of Sylacauga (the "Utilities Board") under 49 U.S.C. §10501(b).¹ EARY contends that the Utilities Board's proposed condemnation of EARY's property will "impede rail operations or pose undue safety risks"² if the Utilities Board is allowed the continued unfettered access to EARY's property that it seeks in the condemnation proceeding.³

¹ *Norfolk Southern Railway Company and the Alabama Great Southern Railroad Company-Petition for Declaratory Order*, STB Finance Docket No. 35196, slip op. at 2-3 (STB served March 1, 2010) ("*Norfolk*").

² *Maumee & Western Railroad Corporation and RMW Ventures, LLC - Petition for Declaratory Order*, STB Finance Docket No. 34354, slip op. at 2 (STB served March 3, 2004) ("*Maumee*"); *Lincoln Lumber Company-Petition for Declaratory Order-Condemnation of Railroad Right-of-Way for a Storm Sewer*, STB Finance Docket No. 34915, slip op. at 3 (STB served August 13, 2007) ("*Lincoln*").

³ Case No.: 1:11-cv-03192-RBP, *Utilities Board of the City of Sylacauga v. Eastern Alabama Railway LLC*.

EARY respectfully requests the Board to declare that the proposed condemnation of certain of its property by the Utilities Board is preempted by federal law under 49 U.S.C. §10501(b).

FACTS

There are a number of facts and issues in dispute between EARY and the Utilities Board.⁴ In response to the Utilities Board's factual assertions in the Reply, EARY is including the individual Verified Statements of Larry Norquist (Exhibit A), Robert Devin (Exhibit B), Robert Greenwood (Exhibit C), Larry Romaine (Exhibit D), and David Benefield (Exhibit E).⁵ As additional background, EARY provides the Board with the following undisputed facts in rebutting the Utilities Board's Reply.

EARY is a Class III railroad that operates about 31 miles of track between Talladega and Gantts Quarry, AL. EARY handles about 15,000 carloads per year.

EARY has an established process for a party to seek permission to enter EARY's property and use EARY's property for some purpose. See Opening Statement at 3-5.

On June 16, 2008, the Utilities Board unilaterally terminated "the lease agreements" between the Utilities Board and EARY.⁶ See Exhibit F, June 17, 2008 letter

⁴ The Utilities Board claims that the Opening Statement is not verified. EARY's Opening Statement was signed by an attorney. Pursuant to 49 C.F.R. §1104.4, a pleading signed by an attorney does not need to be verified.

⁵ These proper Verified Statements completely rebut the verified statement submitted by Arthur A. Williamson in Exhibit 10 to the Reply. They also refute the claims made in the Reply, which contains verifications of questionable validity (the verification states "I" but appears to be executed by two people although the argument can be made that the verification only applies to Mr. Richard) by Mr. Richard and Mr. Miller.

⁶ EARY notes that there were between 60 and 70 terminated agreements. As a result of preparing for litigation and mediation, EARY discovered that the Utilities Board has approximately 110 crossings of EARY property. This means that the Utilities Board has

from Mike Richards. Immediately after terminating all agreements to occupy EARY's property, the Utilities Board stopped making its annual payments to EARY, and has not made any payments since.

On September 21, 2009, EARY filed a complaint against the Utilities Board for breach of contract, quantum meruit, declaratory action and injunctive relief in state court in Alabama (the "*Civil Complaint*").⁷ After over three years, the *Civil Complaint* is still pending.

On July 8, 2011, the Utilities Board notified EARY that it would commence condemnation proceedings. July 8, 2011 letter of David Burkholder. Exhibit G.

On August 8, 2011, the Utilities Board filed a Complaint for Condemnation seeking rights "on, across, over, under and adjacent" to two 10-foot wide "ways and rights-of-way".⁸ Exhibit M.

On October 28, 2011, the Utilities Board filed an application for the underground pipeline crossing. Exhibit H.⁹

between 40 and 50 crossing where it did not have an agreement with EARY and did not obtain authority from any source for the crossings. It is obvious that over the years that the Utilities Board has been willing to engage in self-help and trespass on EARY's property without regard to impeding railroad operations or safety.

⁷ In the sixth footnote of the Reply, the Utilities Board casually attempts to bring RailAmerica into the argument by asserting that RailAmerica brought a complaint against it. In truth, EARY, as the railroad and property owner, filed the *Civil Complaint*.

⁸ In the Reply, the Utilities Board makes an impassioned plea that the language is "standard" – even though it is not for crossing under railroad tracks – and that the Board should trust that the actual construction will not be permanent or interfere with railroad operations. Since the Utilities Board has made no attempt to amend its complaint, there is nothing to prevent the Utilities Board from continuing to seek broad rights that will further interfere with EARY's operations. Statements in the Reply and other legal briefs are not adequate assurances that either pipeline construction will meet engineering standards or the other reasonable and common practices that EARY has requested, *infra*.

On November 7, 2011, Ms. Donna Killingsworth sent a letter to the Utilities Board that rejected the application and specified the reasons for rejection. Exhibit I.

The Utilities Board filed a revised application on November 28, 2011. Exhibit J.

Ms. Killingsworth notified the Utilities Board on February 13, 2012 of the rejection of the Revised Application and the additional requirements. Exhibit L. Despite expressing a great sense of urgency in its pleadings, the Utilities Board has not responded to Ms. Killingsworth or EARY's attorneys even though EARY can process an approved application in less than 48 hours. Verified Statement of Robert C. Greenwood, Exhibit C.¹⁰

The annual cost for the license for the new pipeline requested by the Utilities Board is \$680.00 per year. Verified Statement of Robert C. Greenwood, Exhibit C.

SETTLEMENT

The Utilities Board has continuously blamed EARY for the failure of the settlement process in the papers filed with the Board. EARY is compelled to tell its side of the story. Unlike the Utilities Board's claim, there are three parties involved in the Utilities Board's access to EARY's right-of-way, EARY, the Utilities Board, and Strong Capital ("Strong"), which purchased an interest in about 37 of the Utilities Board's

⁹ If there was any doubt about the Utilities Board's ability to misrepresent the facts, this is a good example. The Utilities Board states that EARY refused to process its application and, "[t]hus, the Utilities Board ha[d] no other option but to pursue its Complaint for Condemnation and respond to this Declaratory Order proceeding." The actual truth is that the Complaint for Condemnation was filed on August 8, 2011 and the Application for the Pipeline was not filed until October 28, 2011, *after* the mediation settlement. In addition, the Utilities Board *refused* to follow EARY's simple web based application process.

¹⁰ This is surprising considering the Utilities Board accuses EARY of engaging in an "unsubstantiated delay tactic". Reply at 4.

crossing agreements over EARY in 2002, approximately six years before the dispute between the parties arose.

EARY and Strong are not affiliated. EARY cannot require Strong to sell back its interest in the 37 crossings. EARY does not have any right or power to negotiate on behalf of Strong the amount of payment to be made by the Utilities Board for the use of the 37 crossings. Therefore, EARY cannot negotiate or enter a settlement on behalf of Strong. EARY thought that the Utilities Board understood that there was no privity between EARY and Strong and that EARY could not negotiate on behalf of Strong.¹¹ Based upon that assumption and as a result of a signed mediation agreement between EARY and the Utilities Board (the "Settlement Agreement"), EARY prepared a master license agreement to cover all the crossings included in the *Civil Complaint* and the Complaint for Condemnation that is the subject matter in the instant case and sent it to the Utilities Board. About a month later, EARY received the agreement from Utilities Board with no redline changes and no notice to EARY that the Utilities Board had modified the agreement.

After a diligent review of the agreement, EARY discovered that the Utilities Board had modified the agreement sent by EARY to include the properties controlled by Strong.

Based on the bad faith exhibited by the Utilities Board of not notifying EARY of the changes to the agreement and the Utilities Board's continuing inexplicable failure to recognize that EARY and Strong are different entities and that EARY cannot negotiate or

¹¹ EARY learned this last week that the Utilities Board has contacted Strong on numerous occasions, even as recently as October 4, 2011. See Exhibit N.

agree on behalf of Strong, EARY had no choice but to refuse to execute the improperly revised agreement. That was the end of the earlier mediation, despite EARY's numerous attempts to enforce or discuss the Settlement Agreement signed at the mediation.

EARY remains willing to negotiate with the Utilities Board and will be willing to meet with the Utilities Board under the aegis of the Board's Rail Customer and Public Assistance Program.

BURDEN OF PROOF

The Utilities Board erroneously claims that the burden of proof in this proceeding is on EARY because EARY filed the Petition for Declaratory Order with the Board. Reply at 16. The Utilities Board relies on 5 U.S.C. §556(d). Section 556 applies to hearings required by 5 U.S.C. §553 or 554. Section 553 applies to rulemakings and this proceeding is not a rulemaking. Section 554 does not apply in "cases in which an agency is acting as an agent for a court." The Board is acting upon referral from the District Court as an agent of the court. Therefore, the burden of proof analysis relied upon by the Utilities Board is wrong.

Indeed, the Utilities Board is the moving party in the condemnation proceeding. As such the Utilities Board bears the burden before the court and should also bear the burden in this proceeding. This is especially true since the Utilities Board indicates that it must demonstrate to the court that in the condemnation case it must prove that "its underground pipes will not interfere with EARY's railroad operations." Reply at 15. The Board is clearly the expert agency with regard to interference with railroad

operations, as discussed later, but EARY does not attempt to assert that every condemnation must be reviewed the Board.¹²

ARGUMENT

Although the instant proceeding is about the construction of a sewer pipeline by the Utilities Board, the preemption issue is colored by the acts of the Utilities Board since it terminated its agreements with EARY. The Utilities Board's acts demonstrate a complete disregard for railroad operations and safety. The Board has stated that it will preempt sewer crossings if they would impede rail operations or impose undue safety risks.¹³ The sewer crossing proposed by the Utilities Board will impede rail operations or impose undue safety risks.

Under section 10501(b), as broadened by ICCTA, the jurisdiction of the Board over transportation by rail carriers and associated property¹⁴ and the remedies provided under 49 U.S.C. §§10101-11908 are exclusive and preempt the remedies provided under

¹² The Utilities Board asserts in the Reply that any attempt by the Board to claim jurisdiction in this case will "clog its docket" (Reply at 12); however, RailAmerica, as the provider of real estate services to its 43 subsidiary railroads, processed agreements for 303 utility facilities in 2011 without incident or argument. Thus, the Utilities Board's application is the only application out of over 300 annual requests to cross the numerous railroad rights-of-way that has come before the Board. Further, after searching its records, this is the only condemnation involving any of RailAmerica's subsidiaries to be referred to the Board. Here, EARY is not seeking any change of law, regulation or precedent to require that all future condemnation actions be brought to the Board, only that this Utilities company's efforts to exceed applicable laws, avoid commonly-accepted engineering standards and ignore railroad safety practices be pre-empted.

¹³ *Norfolk* at 2; *Maumee* at 2; and *Lincoln* at 3. These are the very decisions that the Utilities Board relies upon in requesting that the Board not protect interstate rail service from its actions that have and will impede rail operations and pose undue safety risks.

¹⁴ The Board's governing statute defines "transportation" broadly to include, among other things, a property, facility, instrumentality or equipment of any kind, related to the movement of property by rail. 49 U.S.C. §10102(9).

federal or state law. See *City of Auburn v. STB*, 154 F.3d 1025, 1029-31 (9th Cir. 1998). This preemption is broad enough to preclude all state and local regulation that would prevent or unreasonably interfere with railroad operations. See *CSX Transp., Inc. v. Georgia Pub. Serv. Comm'n*, 944 F. Supp. 1573, 1581 (N.D. Ga. 1996); see also *City of Auburn*, 154 F.3d at 1030; *Green Mountain RR Corp. v. Vermont*, 404 F.3d 638 (2d Cir. 2005); *Friberg v. Kansas City S. Ry.*, 267 F.3d 439 (5th Cir. 2001); *CSX Transportation, Inc.-Petition for Declaratory Order*, STB Finance Docket No. 34662 (STB served Mar. 14, 2005), *reh'g denied* (STB served May 3, 2005); *Pet. for Declaratory Order-Boston & Maine Corp. and Town of Ayer, MA*, 5 S.T.B. 500 (2001), *aff'd sub nom. Boston & Me. Corp. v. Town of Ayer*, 206 F. Supp. 2d 128 (D. Mass. 2002), *rev'd on other grounds*, 330 F.3d 12 (1st Cir. 2003).

Condemnation can be a form of regulation, and using state eminent domain law to condemn railroad property or facilities for another use that would conflict with the rail use “is exercising control—the most extreme type of control—over rail transportation as it is defined in [49 U.S.C.] 10102(9).” *Wisconsin Central Ltd. v. City of Marshfield*, 160 F. Supp. 2d 1009, 1013 (W.D. Wisc. 2000). See *City of Lincoln-Petition for Declaratory Order*, STB Finance Docket No. 34425 (STB served Aug. 12, 2004), *aff'd City of Lincoln v. STB*, 414 F.3d 858 (8th Cir. 2005) (*City of Lincoln*) (city’s proposed use of eminent domain to acquire 20-foot strip of railroad right-of-way that might interfere with storing of materials moved by rail on remainder of right-of-way preempted); *Dakota, Minn & E. RR. v. State of South Dakota*, 236 F. Supp. 2d 989, 1005-08 (D.S.D. 2002) (*DM&E*), *aff'd in part, vacated in part on other grounds*, 362 F.3d 512 (8th Cir. 2004)

(revisions to state eminent domain law preempted where revisions added new burdensome qualifying requirements to the railroad's eminent domain power that would have the effect of state regulation of railroads). Therefore, under section 10501(b) and relevant precedent, EARY contends that the Board must conclude that the taking proposed by the Utilities Board would prevent or unduly interfere with railroad operations and interstate commerce, and is therefore federally preempted.

The Utilities Board claims that EARY is seeking to take "control over the Utilities Board's operations, including design, maintenance, employee scheduling, and technical standards at the expense of the Utilities Board's efforts to provide vital services to the public." Reply at 13.¹⁵ EARY's only desire in this proceeding is to have a tenant that respects EARY's justified safety concerns and does not interfere with railroad operations.¹⁶ EARY wants to stop the irresponsible behavior that the Utilities Board has demonstrated in the past and continues to demonstrate. EARY wants notification and protection for its employees and the Utilities Board's employees when they enter railroad

¹⁵ The Utilities Board claims that EARY's efforts to protect its property rights and the safety of its railroad operations is an "attack on the foundation of eminent domain law" and Title 18 of the Alabama Code. Reply at 11-12. Nothing could be further from the truth and the Utilities Board shows that it clearly just does not get it. This is not an argument about whether a utility company can pursue condemnation rights. Rather this is a case about *this* utility company's attempts to usurp a state statute to obtain broader rights than it needs and *this* utility company's continual interference of railroad operations and disregard for railroad safety.

¹⁶ In its third footnote, the Utilities Board attempts to convince the Board that, notwithstanding the plain language in the Complaint for Condemnation, the Utilities Board only needs temporary surface rights, but instead of requesting a temporary construction easement in its Complaint like most utility companies, the Utilities Board seeks permanent surface rights. Why? Further, if the Utilities Board only wants surface rights to "mark" the utility, why ask for a permanent surface easement instead of simply following EARY's easy web-based process for notification?

property. EARY want safe designs and technical standards based on Class I railroad and AREMA standards as described in the Verified Statement of Mr. Romaine. EARY wants the Utilities Board to maintain its crossings of EARY in accord with the license agreement, nothing more or less. EARY does not want to control the schedules of the Utilities Board's employees, only to make sure that they comply with Federal safety rules on EARY's property and do not interfere with railroad operations. EARY wants the rights of a railroad property owner in dealing with the Utilities Board when the Utilities Board needs to access EARY's property. Otherwise, EARY just wants to coexist with the Utilities Board as good corporate citizens. These are very reasonable and standard practices in the railroad industry.

The Verified Statement of Mr. Larry Nordquist, Assistant General Manager of EARY explains that operations occur on the EARY at all times day and night and not just during the night time period dangerously and irresponsibly "assumed" by the Utilities Board.¹⁷ Mr. Norquist also testifies from first-hand knowledge about the Utilities Board's failure to seek and obtain permission to enter EARY's property to maintain its crossings. Indeed, Mr. Norquist ties the Utilities Board's total disregard for interference with EARY's operations and safety to the time the Utilities Board canceled the agreements with EARY that mandated certain procedures for the Utilities Board to follow when entering EARY's property. EARY is certain that such disregard for rail operations

¹⁷ The Utilities Board makes many assumptions about railroad operations and railroad engineering standards. In the Reply, the Utilities Board tries to make the argument that it has engineers who know pipelines, but it stops short of representing that it has engineers knowledgeable of pipelines *under railroad tracks*. This lack of knowledge is evident by the casual, unverified remark that only a single vent pipe is sufficient.

and safety as was demonstrated **only yesterday**, on February 20, 2012, when EARY found Buford Tree Service, a known contractor for the Utilities Board, on EARY's right-of-way preparing to cut brush around one of the Utilities Board's power lines that cross EARY. EARY would have thought that the Utilities Board would have the common sense not to trespass on EARY's property or enter without consent during the pendency of this proceeding, but the Utilities Board just continues to demonstrate a total disregard for railroad operations or safety, clearly establishing the need for the Board to preempt the condemnation proceeding in Alabama. The actions of the Utilities Board on February 20, 2012 belie its claim that "the Utilities Board has every incentive to, and does operate in a safe and responsible manner." Reply at 14. Deeds speak louder than words, and the Utilities Board's deeds speak of irresponsible and unsafe behavior.¹⁸

The Utilities Board next makes an argument that demonstrates its naiveté. The Utilities Board seems to be claiming that the license agreement EARY presented as the solution to this matter as a contract that was unenforceable under 49 U.S.C. §10709. As the Board well knows, the contracts governed by section 10709 are those between a rail carrier and a purchaser of rail services. 49 U.S.C. §10709(a). EARY is certainly a railroad, but the Utilities Board in constructing crossings of EARY's property is not a

¹⁸ The Utilities Board claims that surveyors are "permitted access to the right-of-way" in Alabama. Reply at 20. The Utilities Board is wrong. Before entering the property of a third party, a surveyor must make a reasonable attempt to notify a landowner. Ala. Code §34-1-2(d)(3). The surveyor failed to attempt to notify EARY, which has personnel on duty 24 hours a day. Another blatant disregard for railroad operations or safety committed on behalf of the Utilities Board.

“purchaser of rail services.”¹⁹

In its next argument, the Utilities Board admits that preemption is required: The Utilities Board argues that in the condemnation case it must prove that “its underground pipes will not interfere with EARY’s railroad operations.” Reply at 15. But in another example of it’s backtracking, on page 16 of the Reply the Utilities Board states that “the condemnation case does not address transportation matters regulated by the STB.”

EARY is at a loss to understand how interference with railroad operations is not a matter regulated by the Board. The Board has said that, “Neither a public nor a private entity may interfere with a carrier’s ability to fulfill its common carrier obligation.”²⁰

EARY has demonstrated that its claims that the Utilities Board has and will impede rail operations and impose undue safety risks. Mr. Norquist demonstrates that the Utilities Board enters railroad property on a whim and without required safety protection measures. Mr. Benefield refutes Mr. Williamson’s statement and shows that the contractors for the Utilities Board also enter EARY property without permission and work on the property without providing required protection.²¹

¹⁹ EARY would gladly consider the Utilities Board a “purchaser of rail services.” If that were the case, EARY would have to provide a tariff or contract for the Utilities Board to cross EARY’s property and none of the current proceedings between EARY and the Utilities Board would exist. Unfortunately, the Utilities Board is dead wrong in relying on section 10709, as it is throughout its pleadings.

²⁰ *Maumee & Western Railroad Company and RMW Ventures LLC – Petition for Declaratory Order – CSX Transportation, Inc. Crossing Rights at Defiance, OH*, STB Finance Docket No. 34527, slip op. at 6 (STB served May, 9, 2007). Although this decision refers to a crossing dispute between railroads, it does confirm the principal that the Board is the appropriate agency to consider whether an activity interferes with railroad operations.

²¹ As the driver of the Hi-rail vehicle Mr. Benefield also proves that the vehicle was observing EARY’s speed limits and the need for flag protection. If the contractors with

The Utilities Board tries to paint EARY in a bad light due to the Utilities Board's poor communication skills. As Mr. Norquist testifies, the Utilities Board did not notify him that the fiber optic cable (Reply pages 22-24) was needed to monitor a gas line. See the email from Mitchell Miller of the Utilities Board to Larry Norquist attached to Mr. Norquist's Verified Statement in Exhibit A. If Mr. Norquist had been notified of the exact situation, EARY most likely would have accommodated the Utilities Board, as long as the Utilities Board agreed to comply with safety protocols. Instead of communicating with EARY like a normal utility company, the Utilities Board rushed to court and, consequently, expended considerable legal fees, and took Mr. Nordquist away from managing the railroad operations for the benefit of EARY's transportation customers.²²

The Utilities Board also fails to take responsibility for failing to maintain its water lines underneath the EARY. On page 24 of the Reply, the Utilities Board claims that EARY decided to disrupt service when a leak from a Utilities Board pipe was discovered under EARY's line. In actuality, EARY acted as any prudent business concerned about safety, its employees and neighbors would. EARY stopped service to inspect the line. As explained in the Verified Statement of Mr. Devin, water running under a railroad line

Mr. Williamson had been on the tracks, yelling "whoa" might not have been enough to stop the truck and prevent a tragedy. Allowing the Utilities Board to continue to enter EARY's property, as the Utilities Board has done since it terminated the agreements and will continue to do if it is granted condemnation authority will eventually lead to a tragedy that could have been prevented.

²² Often EARY contemplates a strategy of capitulation in the Complaint for Condemnation; however, the Utilities Board's continued unsafe acts puts EARY's operations at risk. See Devin Verified Statement, Exhibit B. If the Utilities Board had any respect for EARY's property, the dangers of its operations and the limits of condemnation law in the State of Alabama, EARY would have been able to resolve this dispute long ago.

is dangerous. Water under a rail line is not depicted by surface water as the Utilities Board erroneously contends. Water can undermine the line causing holes or other damage that lead to derailments. As any railroad concerned for the safety of its employees and the surrounding community would, EARY will stop service at any time if it believes it is necessary to inspect railroad track to prevent a derailment. It is obvious that the Utilities Board is not interested in preventing derailments, only in doing what it wants when it wants. As this Board knows very well, the nature of the commodities transported by railroads require safe operating practices. The Utilities Board's employees are the ones at risk for a derailment of hazardous commodities, as well as all those customers that the Utilities Board serves.

The Utilities Board also misreads 49 C.F.R. §214.5 (Reply at 24) as to its responsibility for complying with Federal Railroad Administration (the "FRA") rules.

The exact language of section 214.5 is clear as follows:

Any person (an entity of any type covered under 1 U.S.C. 1, including but not limited to the following: a railroad; a manager, supervisor, official, or other employee or agent of a railroad; any owner, manufacturer, lessor, or lessee of railroad equipment, track, or facilities; any independent contractor providing goods or services to a railroad; and any employee of such owner, manufacturer, lessor, lessee, or independent contractor) who violates any requirement of this part or causes the violation of any such requirement is subject to a civil penalty of at least \$650 and not more than \$25,000 per violation, except that penalties may be assessed against individuals only for willful violations, and where a grossly negligent violation or a pattern of repeated violations has created an imminent hazard of death or injury, or has caused death or injury, a penalty not to exceed \$100,000 per violation may be assessed. See appendix A to this part for a statement of agency civil penalty policy.

The rule applies to "any person" and a person is defined to "include corporations, companies, associations, firms, partnerships, societies, and joint stock companies, as well

as individuals.” 1 U.S.C. §1. The Utilities Board admits that it is a corporation. And the language of the rule is inclusive “**including but not limited to**” not exclusive as the Utilities Board argues.²³ The Utilities Board is “encompassed in the covered entities” under the FRA rules, and so are its contractors and employees.

The Utilities Board finally argues that the incidents recited by EARY in its Opening Statement and Mr. Norquist’s Verified Statement should be disregarded. EARY contends that the best predictor of future action is past action, especially when that past action occurred as recently as yesterday. The Utilities Board’s past action demonstrate a total and complete disregard for railroad operations and safety, the basis for the Board asserting preemption in sewer crossing matters.

Of great concern to EARY is the Utilities Board’s irrational past behavior and the likelihood of continued irrational behavior in the future. In reading the Utilities Board’s Reply, EARY (and we are sure others) was waiting for the Utilities Board to tell the Board how outrageous the annual fees are that EARY was demanding of the Utilities Board for the right to cross the railroad line with a sewer pipeline. Indeed, the Utilities Board dedicates pages 7-8 of the Reply to castigating EARY for trying to use the crossing as a profit center.²⁴ The Utilities Board offers EARY nothing for the permanent use of its property and expects the Alabama courts to adopt the same fee. But the

²³ To protect itself from FRA penalties, EARY is at the point where it must consider referring the Utilities Board’s continued violations to FRA.

²⁴ EARY must note that unlike the Utilities Board, it is a for profit enterprise. Not only must it answer to shareholders, but EARY should not be required to have its customers cross-subsidize the Utilities Board, nor should EARY be required to act contrary to the rail transportation policy that requires EARY seek to earn adequate revenues. 49 U.S.C. §10101(3).

Utilities Board never revealed the outrageous annual fee EARY is seeking. Why?

\$680.00.²⁵ Quite a profit center!

The Utilities Board consciously refused to identify the annual fee because it would reveal all of the Utilities Board's actions as irrational. EARY is asking an annual licensing fee of \$680.00. The Board should consider that this case is really over just Six Hundred and Eighty Dollars and no cents. Even more ridiculous is that, in lieu of paying the \$680 fee, the Utilities Board is threatening to construct a \$371,530 by-pass. See Exhibit K. Indeed, the discounted cash flow of the legal fees incurred by the Utilities Board in this litigation would most likely pay the annual license fee indefinitely. Were the Utilities Board a public company, EARY is sure that the directors would have long ago fired the managers and the stock holders would have voted out the directors for such irrational behavior. But, the Utilities Board claims to the Board that it is a non-profit company with limited resources. Either the Utilities Board is being disingenuous or it is acting irrationally, or, more likely, both. Allowing the Utilities Board to continue to condemn railroad property with its demonstrated lack of concern for railroad operations and safety and irrational behavior is a formula for tragic consequences. EARY asks the Board to exert its authority to reign in this rogue utility company.²⁶

²⁵ EARY is not asking the Board to become involved in determining the compensation that the Utilities Board must pay EARY for use of its property. EARY is just pointing out the basis of the Utilities Board's behavior.

²⁶ In 2011, RailAmerica, on behalf of another of its railroads, was able to negotiate and finalize a master agreement with a larger utility company in Alabama for numerous facility crossings. By communicating throughout the negotiations regarding its existing facilities, the parties were able to maintain good safety and engineering practices. As indicated above, on behalf of its many railroad subsidiaries, RailAmerica processed 303 agreements for utility facilities in 2011. All railroads across this nation handle such

Of course, the Utilities Board could follow a rational path and follow the path outlined in Mr. Greenwood's verified statement. All the Utilities Board has to do is file a revised application complying the requirements in Ms. Killingsworth's November 8, 2011 letter and February 13, 2012 email, which the Utilities Board appears willing to do in its pleadings before the Board; however, unfortunately, its actions are very different. EARY is still waiting for a response from the Utilities Board to continue the standard processing of the application for the facilities:

CONCLUSION

In the meantime, EARY has demonstrated that the Utilities Board's proposed condemnation of EARY's property will "impede rail operations or pose undue safety risks" if the Utilities Board is allowed the continued unfettered access to EARY's property that it seeks in the condemnation proceeding. The Board has the power to preempt the condemnation action brought against EARY by the Utilities Board under 49 U.S.C. §10501(b).

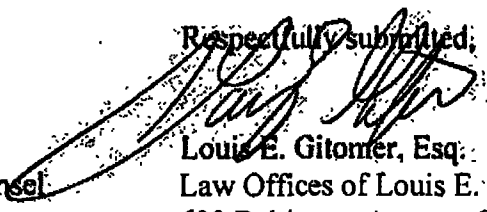
requests as routine matters and without incident and agreeing on practices that do not unreasonably interfere with railroad operations or impede safety.

EARY respectfully requests the Board to declare that the proposed condemnation of its property by the Utilities Board is preempted by federal law under 49 U.S.C.

§10501(b).

Scott G. Williams Esq.
Senior Vice President & General Counsel
RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256
(904) 538-6329

Respectfully submitted,

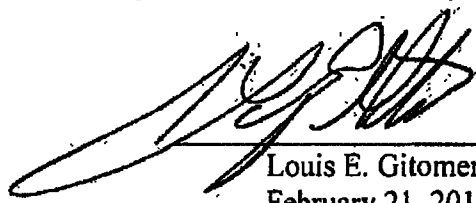

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

Attorneys for: EASTERN
ALABAMA RAILWAY LLC

Dated: February 21, 2012.

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served upon
counsel for Utilities Board of the City of Sylacauga electronically.



Louis E. Gitomer
February 21, 2012

EXHIBIT A-NORQUIST VERIFIED STATEMENT

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

VERIFIED STATEMENT OF LARRY NORDQUIST

My name is Larry Nordquist. I am the Assistance General Manager of the Eastern Alabama Railway, LLC ("EARY"). The purpose of this statement is to explain several instances where the Utilities Board's actions have created potential safety risks that have impeded EARY operations. As part of my job, I am responsible for granting access to EARY's right-of-way.

Safety on EARY is my first concern.

While many of our trains run at night, operations on the line are subject to change at any time without prior notice to the public. The following equipment can operate on the EARY at any time of day or night: (1) trains picking up or delivering cars to Norfolk Southern Railway Company ("NSR") or CSX Transportation, Inc. ("CSXT"); (2) High-rail inspections, as was the case in April 2009; (3) maintenance of way repair vehicles doing work on the line; (3) contactors with tamping and regulating equipment; (4) Sperry or geometry inspection trucks; (5) bridge inspectors; (6) signal maintainers and inspectors; (7) contractors doing right-of-way work; (8) brush and roadbed spraying with and without track vehicles; (9) trains running between EARY, NSR, and CSXT interchanges; and (10) special high-rail or special observations train trips for invitees and business partners, such as customers, other railroads, and vendors. A majority of these activities must take place **during the day** so that the rail line can be seen. Even when

trains are not running other activities are taking place during the day. Because this is an active rail line, I need to know who is accessing the right-of-way and that they are complying with our safety standards to protect both the railroad and those accessing its property.

Over the last 3 years, since the Utilities Board terminated its agreements with EARY, I have spent a lot of time and resources trying to work with the Utilities Board to protect the safety of anyone on the EARY right-of-way only to find that the Utilities Board does not share my concern for the safety of my employees or their contractors. The Utilities Board's past failures to notify me when it will have contractors in the area of the line has led to several potential safety incidents that I am aware of:

In April 2009 a maintenance-of-way contractor, David Benefield, engaged by EARY collided with a line that the Utilities Board was stringing over the railroad tracks without prior notice to EARY. As explained by Mr. Benefield in his verified statement in Exhibit E, the wire was down across the railroad tracks at the time it was hit. At the time, there was one man in a bucket truck on one side of the railroad right-of-way and one man with a ladder against a pole on the other side of the right-of-way. To reach the other side of the right-of-way, the man with the ladder would have had to walk across the railroad tracks or drive across. At no time did anyone from the Utilities Board contact me to gain permission to cross the right-of-way. The high-rail was traveling on the tracks during the day.

In August 2009 I discovered that the Utilities Board had entered the railroad right-of-way without my knowledge to mark the location of utilities on the rail itself from MP 467 to MP 461.5. The Utilities Board also entered the railroad right-of-way, again without my knowledge to mark the location of utilities in October of 2009. In both instances, I did not know about the marking and did not request the markings. In neither case did I receive any communication

either by phone or otherwise stating that the Utilities Board was planning to mark utility locations. And I never granted the Utilities Board's contractors permission to enter the railroad right-of-way to mark the location of the utilities.

In April 2011 EARY's customer, Heritage Plastics informed me of an unprotected pipe, meaning a pipe without a casing, under Heritage Plastics' private track. While Heritage Plastics owns the track, EARY uses the track to serve Heritage Plastics. If the pipe damaged the track, it would impact EARY's ability to serve its customer.

In October 2011 the Utilities Board informed me that it had a broken fiber optics line that needed replacement. Mr. Mitchell Miller of the Utilities Board contacted me about access to the right-of-way. He did not inform me of the need for immediate repair during our phone conversation or in his follow-up email. Attachment 1. I did not find out that the fiber optics line was needed to monitor a gas line until the proceeding was in court. During the court proceeding, the Utilities Board said that it would come onto the right-of-way with or without permission. Unfortunately, it appears to me that the Utilities Board would rather fight over safety than work with me to ensure that both their contractors and EARY personnel are protected on the right-of-way.

In October 2011 a subgrade pipe owned by the Utilities Board that runs under the roadbed and track had a water leak that flooded EARY's right-of-way near MP 458.39. At the time, Mr. McGinnis of the Utilities Board expressed to me his concern about damage to the right-of-way because he did not know how big the leak was or the size of the pipe. I immediately suspended operations on the line because we did not know whether it was safe to operate over. I also granted the Utilities Board immediate access to the right-of-way to fix the pipe.

Unlike the fiber optics line where the urgency of the situation was not brought to my attention until the issue was in court, with the pipe leak the urgency of the situation was clear.

Because of the safety concerns associated with the leaking pipe, I suspended all operations on the line until the road bed could be inspected and it could be determined that the track was safe. I had no intention of running anything over the track until I was assured by our maintenance of way contractor that the track was safe. Fortunately, we were able to determine the safety of the track before the next train service. Although EARY decided to take the line out of service, this decision was caused by the leak in the Utilities Board's pipe.

Each of these incidents has impeded rail service or made operations on the line less safe. While none of these events have taken place at the Hill Road crossing, I believe they are indicative of the Utilities Board's lack of concern for railroad operations and more importantly safety on the line.

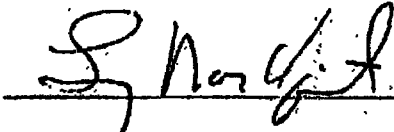
There have been other events as well. In August of 2009, a man claiming to be an appraiser hired by the Utilities Board was walking along the tracks without a right of entry or protective equipment. On June 10, 2010 and June 14, 2010, boring was performed under EARY's track at milepost 462.4 and milepost 468.8 by the Utilities Board. At the time, the Utilities Board had threatened to enter EARY's right-of-way and perform surface construction without protection, without compliance with customary engineering standards of construction and without regard to in any interference with railroad operations. In November 2011 Utilities Board employees were in a boom attached to a vehicle that at the time appeared to be on or near EARY's property.

After the initial construction, the pipe will need to be maintained. The Utilities Board's safety standards are lower than those of the EARY's and the Utilities Board has refused to

VERIFICATION

I, Larry Nordquist, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on February 21, 2012.



Larry Nordquist

Melanie Yasbin

From: Charron, Kenneth (GPRK) [Kenneth.Charron@railamerica.com]
Sent: Friday, February 17, 2012 11:40 AM
To: Nordquist, Larry (EARY); Melanie Yasbin
Subject: FW: Emergency Fiber Repair

From: Nordquist, Larry (EARY)
Sent: Wednesday, October 26, 2011 9:05 AM
To: Charron, Kenneth (GPRK)
Subject: FW: Emergency Fiber Repair

I told him I would have to get approval.

Larry Nordquist
AGM EARY

From: Mitch Miller [mailto:mmiller@sylacauga.net]
Sent: Wednesday, October 26, 2011 8:02 AM
To: Nordquist, Larry (EARY)
Subject: Emergency Fiber Repair

Larry

As we discussed on the telephone this morning, we have a broken fiber line that needs to be repaired at mile marker 457.54. We will need to set up our trucks on both sides of the railroad, at the existing power poles, with the trucks being on the outside of the poles in reference to the tracks, and renew the fiber crossing across the tracks. We anticipate having the line pulled across the tracks in less than 5 minutes once we have set up. The workers will not be any closer to the tracks than the existing power poles. If you have any questions, please let us know.

Thank You,

Mitch Miller
Sylacauga Utilities Board
256-401-2541

This message is confidential. It may also be privileged or otherwise protected by weak product immunity or other legal rights. If you have received it by mistake, please let us know by e-mail reply and delete it from your system. You may not copy this message or disclose its contents to anyone. Please send us by fax any message containing deadlines as incoming e-mails are not screened for response deadlines. The integrity and security of this message cannot be guaranteed in the subject.

EXHIBIT B-DEVIN VERIFIED STATEMENT

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

VERIFIED STATEMENT OF ROBERT DEVIN

My name is Robert Devin. I am the Director of Risk Management of RailAmerica, Inc. ("RailAmerica"), the parent company of the Eastern Alabama Railway, LLC ("EARY"). The purpose of this statement is to address the dangers, damages and costs to the EARY if the pipeline causes damage to the line, which impede railroad operations and impose safety concerns on EARY.

Anytime liquid, pressure, and tracks interact there is the potential for a catastrophic situation. A pipe can burst if it clogs or backs up or if it is not constructed to an appropriate standard. As a result of a pipe bursting, the pressure that quickly comes out of the pipe can cause railroad tracks to blow out. To prevent pressure from a burst pipe from blowing out a railroad track, AREMA standards require vents in pipes built under railroad right-of-way. The attached exhibit shows what it looks like when track is blown out by a burst pipe.

When a pipe that is not under pressure bursts, similar to a culvert that collapses, there is no escaping pressure that blows out the track, but the collapse results in the track itself sinking from its own weight resulting in a hole in the track. A hole in the track also results when a leak in the water or sewer pipe caused by poor maintenance erodes the subsurface of the track and, over

time, result in a sinkhole that could cause a train derailment; especially if it reaches critical mass when a train is operating over it.

In the case of EARY, most of its current train operations are at night and, thus, any blow out or collapse would not easily be seen by the crew. The only way to find a hole is through a physical inspection of the track or when a locomotive goes into the hole. Almost any size hole is large enough to cause a train derailment since any change to the track support could move the rail enough such that the wheel flange of either the locomotive or a car would not be in contact with the rail. Once the locomotive goes in the hole, inertia takes over and trailing locomotives or rail cars can shove through/over the lead locomotive, potentially crushing the locomotive and leading to fatalities and injuries. The outcome would be no different if there were hazardous materials on the EARY train, except that the results would be more catastrophic. Even if hazardous materials are five cars behind the locomotive, a derailment caused by a hole in the track would likely involve some damage to those cars as well.

To prevent burst pipes and sinkholes in the track caused by collapsed pipes, it is imperative that EARY know not only where the pipeline is, but the maintenance schedule, and condition and age of the pipeline. With this level of knowledge and a contract requiring maintenance and placing a reasonable standard of care on the pipeline owner/operator, EARY can inspect the location of the pipeline and enforce maintenance of the pipeline to prevent interference with railroad operations and avoid safety hazards.

The cost exposure to EARY created by the existence of pipelines owned and maintained by the Utilities Board is above and beyond what is normally accepted by RailAmerica's subsidiary railroads for normal railroad operations. Therefore, in order to mitigate the additional exposure, railroads owned by RailAmerica subscribe to a general minimum insurance standard

for any third party desiring to access a railroad right-of-way of two million dollars per occurrence and six million dollars aggregate per policy period, which is typically one year.

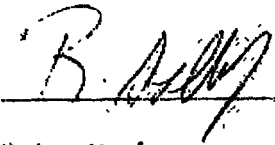
Although not common practice, in a mediated settlement in September of 2011, EARY agreed to lower the prescribed insurance standard for the Utilities Board to two million dollars per occurrence and five million dollars aggregate per policy period because my review of the Utilities Board's policy confirmed that the Utilities Board would have to purchase additional coverage to meet the prescribed standard. Nevertheless, it leaves EARY and its insurance company exposed for an additional one million dollars per policy period as compared to other utility companies.

This has become an increased risk issue with the Utilities Board than other entities because of the Utilities Board's failures to notify EARY when it has contractors or service employees working in the area of the line. There is always the potential for people to get hurt when they are near or on a railroad right-of-way, and that is why EARY also believes that it is essential to be able to require all parties accessing railroad property, including the Utilities Board, to comply with the numerous Federal Railroad Administration ("FRA") regulations intended to provide a safe environment for people working on the railroad (which includes the employees and contractors of the Utilities Board), but especially people entering railroad property who are not inured with the railroads' culture of safety or knowledgeable with the FRA rules.

VERIFICATION

I, Robert Devin, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on February 16th, 2012.

A handwritten signature in black ink, appearing to read "R. Devin", is written over a horizontal line.

Robert Devin



Caused by a Broken Culvert

Broken Pipe on the Florida East Coast
Railway



EXHIBIT C-GREENWOOD VERIFIED STATEMENT

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD-35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

VERIFIED STATEMENT OF ROBERT GREENWOOD

My name is Robert Greenwood. I am the Director of Real Estate Services for of RailAmerica, Inc. ("RailAmerica"), the parent company of the Eastern Alabama Railway, LLC ("EARY"). The purpose of this statement is to discuss the Utility Occupancy License process as applied to the Utilities Board of the City of Sylacauga (the "Utilities Board") and the cost of a license of property rights for the requested utility facility.

In September 2011, EARY and the Utilities Board reached a tentative mediation agreement addressing how applications for new pipelines would be processed among other things. The Utilities Board withdrew from the mediation. On October 28, 2011, the Utilities Board filed via the RailAmerica website an Application for an Underground Pipeline Crossing or Parallelism of Railroad Property and or Track (the "Application"). The Application was filed while EARY and the Utilities Board continued to negotiate over the application of the mediation agreement. In addition to the Application, the Utilities Board submitted a non-refundable \$1,000 Application Fee, a non-refundable \$1,500 Engineering Review Fee and a non-refundable \$1,500 Right of Entry Fee. EARY has **not** cashed the Utilities Board check. The Application was submitted for real estate and engineering review. On October 31, 2011, the engineering analysis of the Application resulted in the Application being rejected because it needed clarification on

four issues: (1) ASTM A252 it must be grade 2 or better; (2) the casing must have bituminous coating; (3) the pipe must be vented on both ends; and (4) there needs to be signage. Donna Killingsworth sent a letter to Mr. McGinnis explaining why the Application was being rejected on November 8, 2011. On November 28, 2011, the Utilities Board sent a revised application ("Revised Application"), which was forwarded to engineering. Again, as a result of the engineering analysis of the Revised Application, EARY rejected the Revised Application because the plans did not show that the vent pipes were 4 inches in diameter and that the clearance from the bottom of the railroad ties was clearly marked as 5'6". Donna Killingsworth sent an email to Mr. McGinnis on February 13, 2012, explaining these additional requirements.

It is my opinion that making the required changes to the engineering plans is not very time consuming and could be done within a day. It is also my opinion that if the Utilities Board were to submit the revised engineering plans including all 6 of the requested modifications, EARY could within 24-48 hours of submittal send a Utility License agreement to the Utilities Board.

EARY is willing to offer a Utility License agreement to the Utilities Board that is similar to the one entered with the City of Atmore that would govern the requested subgrade 9" sewer pipeline at or near Hill Road that the Utilities Board seeks so long as it is constructed in accordance with EARY's engineering standards. The License Agreement (Sections 3 and 9) governs the standards for the construction, so that the Utilities Board will not construct substandard pipes under the railroad line. Changes to the pipeline would be governed by Sections 4 and 12. Liability would be determined under Section 6. EARY would be indemnified by the Utilities Board for anyone who enters EARY's property on behalf of the Utilities Board. Section 8 of the Utility License agreement would require the Utilities Board to have insurance at

levels that protect EARY. Compliance with FRA rules is provided for in Section 14 and any environmental impacts will be governed by Section 15.

The purpose of the Utility License agreement is to protect EARY by making sure certain engineering standards are met. It ensures compliance with both RailAmerica and AREMA construction standards. It also allows EARY to ensure that there is consistent application of those standards across utilities. It also provides EARY with advance notice when work or follow up maintenance is planned by a third party. With this notice EARY can arrange for flagging to protect both its employees and the third party employees on its property.

When the application process is not used and no Utility License agreement is reached, it can lead to pipes being built in a substandard way that endanger the safety of EARY trains and employees. There are 2 water lines that cross the EARY and were constructed by the Utilities Board after a condemnation for an easement. These water lines are located Oldfield Road and Rock Mount Church Road. The Oldfield Road location only has one vent pipe and the Rocky Mount Church Road has no vent pipes. Our engineering standards require a sleeve or casing for a carrier pipe that is under pressure and the sleeve to have one vent pipe located on either side of the occupancy, as required by AREMA standards. The vents must be located outside of the right-of-way. The purpose of venting is to conduct the flow outside of the railroad operating right-of-way and reducing the risk of delay or curtailment of railroad operations.

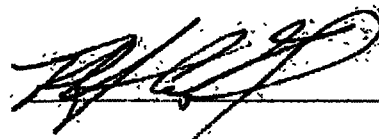
While there is no pressure in the pipe when it is installed, there will undoubtedly be growth pressure in the pipe in the future. By requiring vents be included now, EARY and the Utilities Board will not have to worry about monitoring or reconstructing the pipe to account for pressure in the future.

The annual cost of the license to the Utilities Board of for 16" sewer pipe is \$680.00, with a two-and-one-half percent annual escalation.

VERIFICATION

I, Robert Greenwood, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to the file this Verified Statement.

Executed on February 16, 2012.

A handwritten signature in black ink, appearing to read 'R. Greenwood', written over a horizontal line.

Robert Greenwood

Killingsworth, Donna (GPRK)

From: Killingsworth, Donna (GPRK)
Sent: Tuesday, November 08, 2011 8:50 AM
To: 'mmcginnis@sylacauga.net'
Subject: EARY Notice - Hill Road Pipeline Application
Attachments: 20111108071616163_0001.pdf

Mr. McGinnis

Attached you will find a letter in response to your recent application submission for a new pipeline installation on Hill Road in Sylacauga, AL.

Let me know if you have questions.

Thank You
Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager
Railamerica, Inc.
7411 Fullerton St., Suite 300
Jacksonville, FL 32256
Ph 904-538-6365
Fx 904-256-1428
donna.killingsworth@railamerica.com

New applications and insurance requirements can be obtained by visiting our website at www.railamerica.com

-----Original Message-----

From: gprk-1b-p01@railamerica.com [mailto:gprk-1b-p01@railamerica.com]
Sent: Tuesday, November 08, 2011 7:16 AM
To: Killingsworth, Donna (GPRK)
Subject:

This E-mail was sent from "GPRK-3F-P01" (Aficio MP C5000).

Scan Date: 11.08.2011 07:16:15 (-0500)
Queries to: gprk-1b-p01@railamerica.com



EASTERN ALABAMA RAILWAY

c/o RailAmerica, Inc. 7411 Fullerton Street, Suite 300, Jacksonville, FL 32256

November 7, 2011

Mr. Mike McGinnis, Water & Sewer Foreman
Sylacauga Utilities Board
P.O. Box 207
Sylacauga, AL 35150

Re: 16" Sewer Pipeline Application/Sylacauga, AL

Mr. McGinnis:

On the advice of counsel, we have been instructed to suspend your application pending resolution of the condemnation action, which is currently before the federal court in Alabama, Case No. 1:11-CV-03192-RBP.

As additional information, once such resolution of the condemnation has been obtained and, if your application is reinstated, then our engineer has indicated he will request the following additional information:

1. Clarification needed on casing steel ASTM A252 must be grade 2 or better to have minimum 35,000 psi tensile strength,
2. Casing must have bituminous coating,
3. Pipeline must be vented-casing on each end outside railroad right of way, and
4. Right of way warning signs are required.

If you would like to revise the application/plans in the meantime, please return them to my attention at the address on this letterhead. Upon receipt the revisions and reinstatement of the application, they would then be resubmitted to the engineer for prompt review.

Sincerely

Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager

cc: Michael O. Bagley
Turner Williams, Esquire

Killingsworth, Donna (GPRK)

From: Microsoft Exchange
To: mmcginnis@sylacauga.net
Sent: Tuesday, November 08, 2011 8:50 AM
Subject: Relayed: EARY Notice - Hill Road Pipeline Application

Delivery to these recipients or distribution lists is complete, but delivery notification was not sent by the destination:

mmcginnis@sylacauga.net

Subject: EARY Notice - Hill Road Pipeline Application

Sent by Microsoft Exchange Server 2007

Killingsworth, Donna (GPRK)

From: Mike McGinnis [mmcginnis@sylacauga.net]
To: Killingsworth, Donna (GPRK)
Sent: Tuesday, November 08, 2011 9:03 AM
Subject: Read: EARY Notice - Hill Road Pipeline Application.

Your message was read on Tuesday, November 08, 2011 9:02:58 AM (GMT-05:00) Eastern Time (US & Canada).

Killingsworth, Donna (GPRK)

From: Killingsworth, Donna (GPRK)
Sent: Monday, February 13, 2012 11:21 AM
To: 'mmcginnis@sylacauga.net'
Subject: RE: EARY Notice - Hill Road Pipeline Application
Attachments: EARY Sylacauga Utilities Application ltr 11-07-2011.doc.pdf

Mr. McGinnis:

We have received the revised application from your lawyer last Friday and we can obtain engineering approval from EARY with two clarifications:

- (1) that the vent pipes show as being a minimum of 4" in diameter; and
- (2) that the clearance from the bottom of the railroad ties is clearly marked as being five and one-half feet (5'6").

Therefore, please provide revised construction plans showing the two items above as clearly marked in addition to the other 4 items specified in my letter dated November 7, 2011 letter to you (attached is a copy for your convenience).

We look forward to receiving from you the revised plans and we will reply promptly after receipt of them."

Thank You.

Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager
Railamerica, Inc.
7411 Fullerton St., Suite 300
Jacksonville, FL 32256
Ph. 904-538-6365
Fx 904-256-1428
donna.killingsworth@railamerica.com

New applications and insurance requirements can be obtained by visiting our website at www.railamerica.com

Killingsworth, Donna (GPRK)

From: Charron, Kenneth (GPRK)
Sent: Monday, February 13, 2012 11:12 AM
To: Killingsworth, Donna (GPRK)
Cc: Nordquist, Larry (EARY); Bagley, Mike (GPRK); Greenwood, Robert (GPRK); Romaine, Larry (GPRK)
Subject: RE: Sylacauga Utilities Board's Request for Access
Attachments: 201111080716163_0001.pdf

Donna - I just met with Larry. Please respond to Mike McGinnis directly, but we must also request revised plans incorporating all of the changes and clarifications from your November letter also. Something very short, please, such as:

"We have received the revised application from your lawyer last Friday and we can obtain engineering approval from EARY with two clarifications:

- (1) that the vent pipes show as being 4" in diameter; and
- (2) that the clearance from the bottom of the railroad ties is clearly marked as being five and one-half feet (5'6").

Therefore, please provide revised construction plans showing the two items above as clearly marked in addition to the other 4 items specified in my letter dated November 7, 2011 letter to you (attached is a copy for your convenience).

We look forward to receiving from you the revised plans and we will reply promptly after receipt of them."

From: Killingsworth, Donna (GPRK)
Sent: Monday, February 13, 2012 10:35 AM
To: Charron, Kenneth (GPRK); Romaine, Larry (GPRK)
Cc: Nordquist, Larry (EARY); Bagley, Mike (GPRK); Greenwood, Robert (GPRK)
Subject: RE: Sylacauga Utilities Board's Request for Access

The first revisions noted the requirement for the vent pipes, and they responded with plans showing the vent pipes and location, neglecting to provide the dimension of the vent pipes showing they met the 4" minimum requirement. No size dimensions were shown for the vent pipes.

As for the 5'6" clearance from bottom of ties, it was to be a request that they confirm this clearance was meant as Larry could not tell for sure based on the plans they sent originally or revised.

I just spoke to Larry, if they will verify the dimension of vent pipes meet our min 4" requirement and they can confirm the minimum depth of bury beneath the ties is 5'6" - he will approve this application.

Would you like for me to communicate this to Mike McGinnis or is it something you would prefer to do?

*Thank You
Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager
Railamerica, Inc.*

7411 Fullerton St., Suite 300
Jacksonville, FL 32256
Ph 904-538-6365
Fx 904-256-1428
donna.killingsworth@railamerica.com

New applications and insurance requirements can be obtained by visiting our website
at www.railamerica.com

From: Charron, Kenneth (GPRK)
Sent: Monday, February 13, 2012 10:14 AM
To: Killingsworth, Donna (GPRK); Romaine, Larry (GPRK)
Cc: Nordquist, Larry (EARY); Bagley, Mike (GPRK); Greenwood, Robert (GPRK)
Subject: RE: Sylacauga Utilities Board's Request for Access

Are these additional requirements that were missed in the first review?

From: Killingsworth, Donna (GPRK)
Sent: Monday, February 13, 2012 10:06 AM
To: Charron, Kenneth (GPRK); Bagley, Mike (GPRK); Greenwood, Robert (GPRK)
Cc: Nordquist, Larry (EARY); Romaine, Larry (GPRK)
Subject: RE: Sylacauga Utilities Board's Request for Access

Ken

The revised application of November 14th was received and resent to engineering for review. It was returned to me on December 9, 2011 with request for the following:

Vent pipes must be min 4" in diameter
Also-make sure of 5'6" clearance below bottom of tie on existing and proposed tracks.

I cannot find any notes as to why this request for revisions was not forwarded to Sylacauga....

Thank You
Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager
Railamerica, Inc.
7411 Fullerton St., Suite 300
Jacksonville, FL 32256
Ph 904-538-6365

904-256-1428

donna.killingsworth@railamerica.com

*New applications and insurance requirements can be obtained by visiting our website
at www.railamerica.com*

EXHIBIT D-ROMAINE VERIFIED STATEMENT

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

VERIFIED STATEMENT OF LARRY ROMAINE

My name is Larry Romaine. I am the Assistant Vice President-Engineering Services for RailAmerica, Inc. ("RailAmerica"), the parent company of the Eastern Alabama Railway, LLC. The purpose of this statement is to discuss the how RailAmerica developed its engineering standards.

The General Specifications for Sub-grade and Above Grade Utility Crossings of Railway's Right-of-Way ("General Specifications") is the RailAmerica document governing engineering specifications for construction of utilities on EARY's right-of-way. This document was most recently updated in June of 2011. The purpose of updating the General Specifications was to make RailAmerica's requirements more consistant with Class I carrier and AREMA standards. To do this, the Director of Standards and Testing for RailAmerica and I used the standards of other railroads and AREMA as benchmarks, we went line by line through the General Specifications and changed them to reflect the more detailed standards. AREMA and almost all of the other standards require vent pipes. We continue to review the General Specifications to make sure the language is clear with regard to the information that Utility's must submit.

It has been my experience that most Utility applications are rejected the first time for failing to comply with the General Specifications. When an application is rejected, Engineering Services sends a letter to the Utility explaining why the application was rejected and explaining which General Specifications the Utility did not comply with. In every case, once the Utility has complied with the General Specifications, the application has been approved.

VERIFICATION

I, Larry Romaine, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on February ____, 2012.

Larry Romaine



OFFICE OF ASSISTANT VICE PRESIDENT – ENGINEERING SERVICES

General Specifications for Sub-grade and Above Grade Utility Crossings of Railway's Right-of-Way

I. General Provisions

- A. A plan and profile drawing containing all pertinent details measured in U. S. lineal feet for the proposed crossing shall be submitted to the Engineering Department for approval prior to the preparation of any agreement. (Metric units, not accepted). Plans shall illustrate the profile in relation to actual ground, track, and other facilities at the project site. All crossings (above grade/sub-grade) shall be substantially perpendicular to the Railroad Main Line and shall not be placed within a culvert or under bridges. The location of crossing shall be limited to crossing as few tracks as possible.
- B. The plan will show all information for the proposed crossing installation with reference to the nearest Railroad Mile Post or centerline of nearest street intersection.
- C. The method of installation will be detailed, including the location of jacking pit and receiving pit as measured from centerline of nearest track. Measurements should be made perpendicular to the track.
- D. Request for installation shall be accompanied with a letter signed by the owner, company officer, or government agent.
- E. The lessee will be responsible for any and all costs of repairs or maintenance of the Railroad's property and structures disturbed or damaged due to the installation or construction aftereffects.
- F. The lessee of an installation approved by agreement will be required to provide proof of protective insurance for and during construction.
- G. As-built drawing of the installation shall be submitted with the completion report, which will include exact location referenced to nearest Railroad milepost or centerline of nearest street intersection of installation; exact profile showing subgrade elevations, and cross-sections.
- H. All power and communication lines constructed over, under or parallel to the railroad shall meet or exceed the requirements of the National Electric Safety Code, latest revision.
- I. Where laws or orders of public authority prescribe a higher degree of protection than specified herein, then the higher degree of protection shall be deemed a part of these specifications.

II. Subgrade Pipelines and Cables

A. General

1. All subgrade carrier pipelines conveying liquids and wirelines shall be installed within a casing pipe (See exception for HDPE housing, fiber-optic and other communication lines – Section A.5.). Gas pipelines may be installed without casing provided that installation is 10 feet or more below the bottom of tie and steel carrier pipe is used.
 - a. All casing pipes will extend from right-of-way line to right-of-way line and shall be equipped with shut-off valves each side, protecting the entire R/W crossing.
 - b. The Railroad will not permit casing installation by open-cut method through the track(s) roadbed.
 - c. The casing pipe may be omitted for non-pressure sewer or drainage crossings, where installation can be made by open cut (not normally allowed) or where reinforced concrete pipe can be jacked under the railroad.
 - d. All electrical wirelines and gas pipelines (less than 10 feet below bottom of tie) shall be encased with steel pipe in accordance with Section II(F).
 - e. The casing pipe must be installed at least 5.5 feet below bottom of crosstie or a minimum of 4 feet from natural ground grade (whichever is greater).
 - f. Jacking pit locations must be outside of Railroad right-of-way lines. No open-cut crossings will be allowed. The pit will be protected with adequate sheeting, bulkheads, and sidewalls to protect the Railroad's roadbed. Proper barricades and lights, if necessary will be set around the pit for positive protection.
2. All pipelines (except those in streets where it would not be practical to do so) shall be prominently marked at right-of-way lines (on both sides of track for crossings) by durable, weatherproof signs located over the centerline of the pipe. Signs shall show the following:
 - Name and address of owner
 - Contents of pipe
 - Pressure in pipe
 - Pipe depth below grade at point of a sign
 - Emergency telephone number in event of pipeline rupture
3. For pipelines running longitudinally on the Railroad's property, signs shall be placed over the pipe (or offset and appropriately marked) at all changes in direction of the pipeline. Such signs should also be located so that when standing at one sign the next adjacent marker in either direction is visible. In no event shall they be placed more than 500 feet apart unless otherwise specified by the Railroad.
4. Owner must maintain all signs on Railroad's right-of-way as long as the occupational agreement is in effect.

5. Schedule 80 HDPE pipe is acceptable (with no casing pipe) for use when housing fiber optic or other communication lines. A metallic ribbon or wire must be included in the pipe to allow for radio locating at a later date.
6. At no time will construction interfere with the normal and safe operation of the Railroad. No construction, manpower, or equipment will enter or operate on the right-of-way within a safety clearance of 25.0 feet from the centerline of near track. A railroad flagman must be present during any work on the railroad right-of-way.
7. All casing or pipe installations where the diameter is greater than 48 inches, will require a pre-construction conference with all parties, at the project location.
8. Pre-construction arrangements will be made with the Railroad at least one week prior to construction. A Railroad inspector must be present during the entire installation of the casing pipe. The inspector will have complete authority over the project on the Railroad's right-of-way.
9. All Safety Inspection Costs will be borne by the lessee.

- B. Pipelines shall, where practicable, cross any railway where tracks are carried on an embankment.
- C. Pipeline shall not be placed within the limits of a turnout (switch) when crossing the track. The limits of the turnout extend from the point of switch to 15 feet beyond the last long timber.
- D. Pipeline shall not be placed within 50 feet of a railroad bridge, building or other important structure.
- E. Pipelines laid longitudinally on the Railroad's right-of-way shall be located as far as practicable from any tracks or other important structures and as close to the property line as possible. Longitudinal pipelines must not be located in earth embankments or within ditches located on the right-of-way.

F. Casing Pipe Specifications:

1. Steel casing pipe: For carrier pipe less than 6 inches in diameter, the inside diameter of the casing pipe shall be at least 2 inches greater than the largest outside diameter of the carrier pipe joints or couplings. For carrier pipe 6 inches and over in diameter, the inside diameter of the casing pipe shall be at least 4 inches greater than the largest outside diameter of the carrier pipe joints or couplings. Steel pipe shall have a specified minimum yield strength, SMYS, of at least 35,000 psi. The ASTM or API specification and grade for the pipe are to be shown on the application form.
2. All joints or couplings, supports, insulators or centering devices for the carrier pipe shall be considered in the selection of the casing diameter.
3. Casing pipe shall have a minimum cover of 5.5 feet below bottom of tie (see Section II, Item A, 1.e), and shall have a minimum wall thickness as shown in the table provided below, unless computations indicate that a thicker wall is required (see section F-4). All casing pipe shall be protected by black bituminous coating for protection against corrosion (Coated steel pipe that is bored or jacked into place shall conform to the wall thickness requirements for non-coated steel pipe since the coating may be damaged during installation). Wall thickness designations for steel casing pipe for Cooper E-80 loading including impact are as follows:

Nominal Diameter (inches)	Min. Thickness for Coated (inches)	Non Coated (inches)
14 and Under	0.188	0.188
16	0.219	0.281
18	0.250	0.312
20 and 22	0.281	0.344
24	0.312	0.375
26	0.344	0.406
28	0.375	0.438
30	0.406	0.469
32	0.438	0.500
34 and 36	0.469	0.531
38, 40 and 42	0.500	0.563
44 and 46	0.531	0.594
48	0.563	0.625
50	0.594	0.656
52	0.625	0.688
54	0.656	0.719
56 and 58	0.688	0.750
60	0.719	0.781
62	0.750	0.813
64	0.718	0.844
66 and 68	0.813	0.875
70	0.844	0.906
72	0.875	0.938

(*) = Casing Pipe diameters exceeding 72 inches require review and approval from Railroad AVP - Engineering Services prior to use.

4. All Casing thickness determinations will be based on Cooper E-80 Railway Loading, using applicable formulas and computations performed by a registered professional engineer, registration must be in the project State. The (Signed/Sealed) computation results will accompany the plans for review by the Engineering Department.
5. All casing pipe joints will be welded in accordance with AISC Specifications, Section 1-7-2. All joint welds will be full penetration.
6. The inside diameter of the casing pipe shall be such as to allow the carrier pipe to be removed subsequently without disturbing the casing or the roadbed.

G. Uncased Gas Pipelines

1. Must be a minimum 10 feet below bottom of tie.

2. Carrier pipe must be steel and conform to the requirements of ANSI B-31.8 Gas Transmission and Piping Systems, and other applicable ANSI Codes. All steel pipe must be coated and cathodically protected.
3. Joints for the carrier line pipe must be of an approved welded type. Steel pipe must have a specified minimum yield strength (SMYS), of at least 35,000 psi. The nominal wall thickness for the steel carrier pipe, SMYS, maximum allowable operating pressure (MAOP); and outside pipe diameter (D), are given in Appendix A.
4. Uncased gas pipelines shall be installed by boring or jacking.

H. Tunnel Liner Requirements:

1. All applicable preceding sections will govern tunnel liner usage.
2. Tunnel liner plate will be 12-gauge, galvanized, and all bolts and nuts will be galvanized.
3. Live load will be based on Cooper E-80 Railway Loading, using applicable formulas and computations performed by a registered professional engineer, registration must be in the Project State. The (signed/Sealed) computation results will accompany the plans for review by the Engineering Department.
4. Grout holes, if required will be provided at 10-foot intervals along the roof and sides.
5. The tunnel liner jacking shield will protect 180 degrees of the upper section and material removed to allow for a minimum 1:1 slope, with a minimum 2.0 feet of undisturbed soil supporting the overburden.
6. The tunnel liner installation will progress with sufficient manpower and supervision for around-the-clock construction until the liner is completed, through the limits of the right-of-way.

I. Carrier Pipeline Specifications:

1. Reinforced concrete pipe:
 - a. Materials: Modified bell and spigot or tongue and groove in accordance with current ASTM Specification C76 Class V for Railway strength pipe or current specification for pre-stressed concrete pipe.
 - b. Joints: Rubber and steel joint for pre-stressed pipe in accordance with current Lock Joint Pipe Company Specification on SP5, or equivalent. Joints for bell and spigot and tongue and groove pipe to be in accordance with current standard practice. Joints may be made using confined continuous rubber gasket.
2. Cast Iron pipe:
 - a. Materials: Pipe must conform to current ASTM Specification A142 for "Standard Pipe."
 - b. Joints: Bell and spigot, caulked with lead and oakum, or approved mechanical type joint.

3. **Plastic Pipe:** The use of plastic carrier pipe for sewer, water, natural gas and other liquids is acceptable under specific circumstances. The use of plastic pipe is satisfactory if the pipe is designed to meet all applicable federal and state codes, and if the carrier pipe is encased within a steel casing pipe per AREMA standards. The casing must extend the full width of the right-of-way.
4. **Polyethylene pipe (HDPE):** Pipe must conform to the current ASTM Specifications D2104, Schedule 40, for standard pipe.
5. **Steel pipes:**
 - a. **Materials:** Pipe must conform to current ASTM Specification A120.
 - b. **Joints:** All joints must be welded or of an approved mechanical type.
- J. **Carrier Pipe Shut-Off Valves** - Carrier pipe under pressure shall have a sufficient shut-off valve(s) at each end outside of Railroad's right-of-way limits. The Utility Owner shall install accessible emergency shut-off valves within effective distances on each side of the Railroad. Valves shall not be located within the Railroad right-of-way.
- K. **Casing Pipe Vents** - All casing pipes shall be properly vented. Vent pipes shall be of sufficient diameter, but in no case less than four (4) inches in diameter and shall be attached near each end of casing, projecting through ground surface and located outside of Railroad property limits. Where possible, they shall be marked and located at the vent location. The markers shall display the Railroad Milepost location, the name and address of the utility owner, and a phone number contact in case of emergency. Vent pipes shall extend not less than four (4) feet above ground surface. Top of vent pipes shall be fitted with a down-turned elbow, properly screened; or a relief valve installed.
- L. **All Casing pipe ends** shall be sufficiently constructed as to prevent leakage of any substance from the casing throughout its length. Each end of the casing shall require a sufficient permanent seal to prevent the potential for leakage of any substance from the casing pipe. Grout fill is an acceptable method installed by pressure grouting. If used, the grout material should consist of non-shrink sand cement slurry or Railroad approved equivalent, and sufficiently seal the casing pipe ends to the satisfaction of the Railroad. If deemed necessary, and at the sole discretion of the AVP - Engineering Services, the entire void between the carrier pipe and casing pipe throughout the entire length of the casing pipe may be required to be filled upon notification from the Railroad.
- M. **Abandoned Facilities**
 1. The owner of all pipe crossings proposed for abandonment shall notify the Railroad, in writing, of the intention to abandon.
 2. Abandoned pipelines shall be completely filled with cement grout, compacted sand, or other methods, as approved by the Railroad.
 3. Abandoned manholes and other structures shall be removed to a minimum depth of 2 feet below finished grade and completely filled with cement grout, compacted sand, or other methods as approved by the Railroad.

N. Guidelines for Horizontal Directional Drilling (HDD) Under Tracks

1. For pipelines conveying gas or liquid substances, steel pipe only may be installed under track(s) and/or right-of-way utilizing horizontal directional drilling.
2. For wireline installations, including fiber optic cable, HDPE pipe may be installed as the outermost pipe. Bundling is prohibited. All innerducts must have an outer casing pipe.
3. Minimum cover for all pipelines with outside diameter of 6 inches or less, regardless of product, shall be 10 feet. For all liquid or gas installations regardless of product, with nominal pipe sizes exceeding 6 inches outside diameter, minimum cover (measured from bottom of tie to top of pipe) shall be a minimum of 25 feet. For fiber optics or electrical installations, with casing/conduit nominal size exceeding 6 inches, minimum cover shall be 15 feet.
4. Applicant submittal shall include actual planned depth of pipe under each railroad track. The plan and profile views must show the entire bore, including the sending and receiving pits, regardless of the right-of-way limits.
5. Applicant must provide pipe specifications for casing and carrier pipes. Pipe must satisfy all applicable government and industry regulations.
6. Applicant must provide qualifications of drilling contractor, including specific instances of previous successful experience in drilling under railroad and other sensitive surface facilities.
7. Prior to commencement of drilling:
 - a. The contractor must submit a Boring Plan that describes the anticipated rig capacity, the proposed equipment and the method for advancing the bore hole through expected soil conditions, angles, depth and exact location of the exit ditch, the pilot hole diameter, the proposed reaming plan, including the diameter of the pre-reams/back-reams and diameter of the final reamed bore hole, and the contingency equipment and plans for dealing with soil conditions that a soils engineer could reasonably expect to be encountered at the proposed HDD installation site. The Boring Plan should also address the anticipated hours of operation during the HDD bore hole drilling and installation process, the minimum number of personnel and their responsibilities on-duty and on-site during all HDD drilling operations. Consideration for working hours must be given to minimize risk to railroad operations during drilling operations. See "Additional Guidelines" (Item 10) for additional bore guidelines.
 - b. The contractor must provide a detailed Fracture Mitigation (frac-out) Plan, including method of monitoring quantity and capturing the return of drilling fluids with particular attention to variation from proposed plan (i.e. volumes, pressure, or consistency).
 - c. The contractor must establish a Survey Grid Line and provide a program of monitoring and documenting the actual location of the bore hole during drilling operations.
8. An engineering inspector is required to monitor the ground and track for movement during drilling, reaming, and pullback processes. The engineering inspector shall be provided by the applicant at their sole cost and expense. The installation process and all train movement must be immediately stopped if ground or track movement is detected. The damaged area must be immediately repaired. The installation process must be reviewed and modified as

required before the installation can proceed. Applicant must pay all expenses for review and inspection.

9. Upon completion of the HDD installation work the contractor shall provide an accurate as-built drawing of the installed HDD segment. As-built drawings will include both horizontal and profile plans. The latitude and longitude coordinates of the entry, exit, and turn points shall be provided on the as-built drawing(s).

10. Bore Plan Additional Requirements

In addition to all the requirements outlined in the above guidelines, the bore plan should include the following:

- Pre-bore survey grid line with angles and depths defined
- Statement that once the bore enters railroad property, the work will be continuous until the drilling is complete and the pipe is pulled into place.
- Statement that the bore will be tracked constantly, with the location and depth marked every 10 feet.
- If the commodity to be conveyed permits the use of HDPE pipe, it must be grade SDR 11 or better (thicker wall).
- The maximum size of the bore hole may not exceed Outside Diameter (OD) X 1.5 if OD is 10 inches or less. If the OD is greater than 10 inches, the bore hole may not exceed OD X 1.3.
- A defined slurry recovery method. Disposal on railroad property or within railroad ditches and facilities is prohibited.
- The launching and receiving pits must be situated at minimum outside the railroad right-of-way. In cases where the slope of the railroad grade extends beyond the right-of-way, pits must be located beyond the toe of the slope so as not to compromise the railroad grade.
- Statement of expected soil conditions, and statement of all drill heads on site for expected and unexpected soil conditions.
- Specifications and capacities of the bore machine. This includes:
 - Maximum capacities
 - Intended capacities
 - Maximum drilling RPM
 - Intended drilling RPM
 - Maximum drilling PSI
 - Intended drilling PSI
 - Maximum GPM
 - Intended GPM

III. Above Grade Structures

- A. Standard overhead clearances for fixed structures, such as bridges and other overhead fixed structures shall provide a minimum of 23 feet vertical clearance above top of rail (T/R).
- B. The bridge or other structure shall completely span the railroad right-of-way. Piers, columns or other structures must be located off the right-of-way.
- C. Pre-design conference with the Engineering Department will set forth horizontal clearance of subgrade, grade, and above grade construction and structural limits.

- D. The railroad shall be furnished as-built drawings showing the actual clearances as constructed.
- E. Crashwalls, per AREMA Specifications, Chapter 8, Article 2.1.5, are required when the face of pier is closer than 25' 0" from the centerline of track, measured perpendicular to the track.
- F. Drainage from the bridge shall be preferably collected with drain pipes and drained away from the railroad's right-of-way. Scuppers from the bridge must not drain on to railroad right-of-way.
- G. Projects involving stormwater systems shall be designed for a 100 year storm event as a minimum.
- H. All highway structures shall have a protective barrier fence that extends at least 8'-0" from the top of sidewalk or driving surface adjacent to the barrier wall. The fence may be placed on top of barrier wall and should also include anti-climb shields or be of a configuration to minimize the likelihood of climbing on the outside of the protective fencing.

IV. Above Grade Wirelines

- A. All installations of aerial lines and cables will provide a minimum clearance above top of rail (T/R) of highest track. Standard overhead clearance for all aerial line crossings, both power and non-power line crossings, shall provide the following clearances:

Nominal Voltage	Overhead Clearance	Minimum between Wires
0 - 750	27' - 0"	4' - 0"
To 15,000	28' - 0"	6' - 0"
To 50,000	30' - 0"	6' - 0"
69,000	30' - 8"	6' - 8"
115,000	32' - 2"	8' - 2"
138,000	33' - 0"	9' - 0"
345,000	39' - 10"	15' - 10"
500,000	45' - 0"	21' - 0"
745,000	53' - 2"	29' - 2"
765,000	53' - 10"	29' - 10"

- B. At Roadway Grade Crossings, provide safe clearances between warning devices and electrical transmission, distribution cables (including messenger and neutral wires), and all communication lines. All overhead utility crossings shall provide the minimum vertical clearance from top of rail (T/R) of highest track as shown in A above plus additional clearances necessary to obtain operational clearances from crossing warning device assemblies as follows:

1. 6'0" vertical clearance from Gate tips in vertical position or structure mast (whichever is greater).
2. 13'-6" vertical clearance from Cantilever arm or structure mast (whichever is greater).
3. The minimum clearance from crossing gate tips, cantilever structures, signal masts, signal and other bridges, etc. shall conform to the National Electric Safety Code, section 23, rule 234, but in no case shall the overhead clearances shown in the table above or the additional clearances as outlined in 1 and 2 above be reduced.

- C. The poles or towers supporting the crossing span should be located outside the railroad's right-of-way. If locating poles or towers outside the right-of-way is not possible, the side clearance of poles and towers from the nearest track shall be not less than 25 feet.
- D. Wireline crossings not to be installed within 500 feet of the end of any railroad bridge or 300 feet from the centerline of any culvert or turnout (switch).
- E. Wires and cables running longitudinally along the railroad's right-of-way shall be constructed as close to the property lines as possible, except in cases where doing so will interfere with Railroad operations, surface drainage or soil stability.
- F. Poles and towers near public road crossings shall be located so as to not interfere with the sight-distance along the railroad from motorists on the public roadway.
- G. Should the Railroad add or modify existing crossing warning devices or facilities at any highway grade crossings, existing wire lines or cables shall be raised or relocated immediately on notice from Railroad to lessee and at the sole cost and expense of the lessee.

V. Miscellaneous

- A. Cathodic protection of pipelines, cables, or casings:
 - 1. When cathodic protection is provided, it shall be installed so as not to induce currents, which will interfere with the signal apparatus of the Railroad. Any change required in the manner, method, or location of such cathodic protection shall be made at the sole cost and expense of the lessee and to the satisfaction of the Engineering Department of the Railroad.
 - 2. Cathodic protection shall be applied to all pipelines carrying flammable substances on the Railroad's right-of-way.
 - 3. Uncased gas carrier pipes must be coated and cathodically protected to industry standards. Test sites, for monitoring the pipeline, must be provided within 50 feet of the crossing and shall be off Railroad right-of-way if possible.
- B. Proposed structures must maintain a minimum 10-foot horizontal clearance to the face of any signal, post, crossing gate or other above grade obstruction.

VI. Standard Drawings

- A. The following Standard Reference drawings in reference to these written specifications are available upon request:
 - 1. **ES8049.1** – Mainline Design & Installation of CMP
 - 2. **ES8090.2** – Overhead Wire Line Permit Information (2 pages)
 - 3. **ES8090.3** – Overhead Bridge Permit Information
 - 4. **ES8090.4** – Information Required for Typical Directional Bore
 - 5. **ES8090.5** – Information Required for Typical Jack & Bore (Carrier Pipe Not Under Pressure)
 - 6. **ES8090.6** – Information Required for Typical Jack & Bore (Carrier Pipe Under Pressure)

Appendix A

Minimum Nominal Wall Thickness (in.) for Uncased Carrier Pipe

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP \leq 100 psi					MAOP \leq 200 psi				
18.0	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
20.0	0.219	0.219	0.219	0.219	0.219	0.219	0.219	0.219	0.219	0.219
22.0	0.226	0.226	0.226	0.226	0.226	0.226	0.226	0.226	0.226	0.226
24.0	0.250	0.250	0.250	0.250	0.250	0.250	0.250	0.250	0.250	0.250
26.0	0.281	0.281	0.281	0.281	0.281	0.281	0.281	0.281	0.281	0.281
28.0	0.281	0.281	0.281	0.281	0.281	0.312	0.281	0.281	0.281	0.281
30.0	0.312	0.312	0.312	0.312	0.312	0.344	0.312	0.312	0.312	0.312
32.0	0.344	0.344	0.344	0.344	0.344	0.344	0.344	0.344	0.344	0.344
34.0	0.344	0.344	0.344	0.344	0.344	0.406	0.344	0.344	0.344	0.344
36.0	0.375	0.375	0.375	0.375	0.375	0.406	0.375	0.375	0.375	0.375
38.0	0.406	0.406	0.406	0.406	0.406	0.438	0.406	0.406	0.406	0.406
40.0	0.406	0.406	0.406	0.406	0.406	0.469	0.406	0.406	0.406	0.406
42.0	0.438	0.438	0.438	0.438	0.438	0.500	0.438	0.438	0.438	0.438

Appendix A

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP \leq 300 psi					MAOP \leq 400 psi				
≤ 12.75	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
14.0	0.188	0.188	0.188	0.188	0.188	0.203	0.188	0.188	0.188	0.188
16.0	0.188	0.188	0.188	0.188	0.188	0.281	0.188	0.188	0.188	0.188
18.0	0.219	0.188	0.188	0.188	0.188	0.281	0.219	0.188	0.188	0.188
20.0	0.250	0.219	0.219	0.219	0.219	0.312	0.250	0.219	0.219	0.219
22.0	0.281	0.226	0.226	0.226	0.226	0.344	0.281	0.226	0.226	0.226
24.0	0.312	0.250	0.250	0.250	0.250	0.375	0.281	0.250	0.250	0.250
26.0	0.344	0.281	0.281	0.281	0.281	0.406	0.312	0.281	0.281	0.281
28.0	0.375	0.312	0.281	0.281	0.281	0.438	0.344	0.281	0.281	0.281
30.0	0.406	0.312	0.312	0.312	0.312	0.469	0.375	0.312	0.312	0.312
32.0	0.438	0.344	0.344	0.344	0.344	0.500	0.406	0.344	0.344	0.344
34.0	0.469	0.375	0.344	0.344	0.344	0.531	0.438	0.344	0.344	0.344
36.0	0.500	0.406	0.375	0.375	0.375	0.562	0.469	0.375	0.375	0.375
38.0	0.531	0.438	0.406	0.406	0.406	0.625	0.500	0.406	0.406	0.406
40.0	0.562	0.469	0.406	0.406	0.406	0.656	0.531	0.406	0.406	0.406
42.0	0.594	0.500	0.438	0.438	0.438	0.688	0.562	0.438	0.438	0.438
	MAOP \leq 500 psi					MAOP \leq 600 psi				
≤ 8.625	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
10.75	0.188	0.188	0.188	0.188	0.188	0.208	0.188	0.188	0.188	0.188
12.75	0.219	0.188	0.188	0.188	0.188	0.250	0.203	0.188	0.188	0.188
14.0	0.250	0.188	0.188	0.188	0.188	0.281	0.210	0.188	0.188	0.188
16.0	0.281	0.219	0.188	0.188	0.188	0.312	0.250	0.188	0.188	0.188
18.0	0.312	0.250	0.188	0.188	0.188	0.344	0.281	0.219	0.188	0.188
20.0	0.344	0.281	0.219	0.219	0.219	0.375	0.312	0.250	0.219	0.219
22.0	0.375	0.312	0.250	0.226	0.226	0.438	0.344	0.281	0.226	0.226
24.0	0.406	0.344	0.281	0.250	0.250	0.469	0.375	0.312	0.250	0.250
26.0	0.469	0.375	0.281	0.281	0.281	0.500	0.406	0.344	0.281	0.281
28.0	0.500	0.406	0.312	0.281	0.281	0.562	0.469	0.375	0.312	0.312
30.0	0.531	0.438	0.344	0.312	0.312	0.594	0.500	0.406	0.344	0.312
32.0	0.562	0.469	0.375	0.344	0.344	0.625	0.531	0.406	0.375	0.344
34.0	0.625	0.500	0.406	0.344	0.344	0.688	0.562	0.438	0.375	0.344
36.0	0.656	0.531	0.438	0.375	0.375	0.719	0.594	0.469	0.406	0.375
38.0	0.688	0.562	0.469	0.406	0.406	0.750	0.625	0.500	0.438	0.406

Appendix A

Minimum Nominal Wall Thickness (in.) for Uncased Carrier Pipe (Continued)

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP ≤ 500 psi — Continued					MAOP ≤ 600 psi — Continued				
40.0	0.719	0.594	0.500	0.406	0.406	0.781	0.688	0.531	0.469	0.438
42.0	0.750	0.656	0.500	0.438	0.438	0.844	0.719	0.562	0.500	0.469
	MAOP ≤ 700 psi					MAOP ≤ 800 psi				
6.625	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
8.625	0.188	0.188	0.188	0.188	0.188	0.203	0.188	0.188	0.188	0.188
10.75	0.219	0.188	0.188	0.188	0.188	0.250	0.203	0.188	0.188	0.188
12.75	0.281	0.219	0.188	0.188	0.188	0.312	0.250	0.188	0.188	0.188
14.0	0.312	0.250	0.188	0.188	0.188	0.344	0.281	0.219	0.188	0.188
16.0	0.344	0.281	0.219	0.188	0.188	0.375	0.312	0.250	0.219	0.188
18.0	0.375	0.312	0.250	0.219	0.219	0.438	0.344	0.281	0.226	0.219
20.0	0.438	0.344	0.281	0.226	0.226	0.469	0.406	0.312	0.250	0.250
22.0	0.469	0.406	0.312	0.281	0.226	0.500	0.438	0.344	0.281	0.250
24.0	0.500	0.438	0.344	0.281	0.250	0.562	0.469	0.375	0.312	0.281
26.0	0.562	0.469	0.375	0.312	0.281	0.625	0.500	0.406	0.344	0.312
28.0	0.594	0.500	0.406	0.344	0.281	0.656	0.562	0.438	0.375	0.312
30.0	0.656	0.531	0.438	0.375	0.312	0.719	0.594	0.469	0.406	0.344
32.0	0.688	0.562	0.469	0.406	0.344	0.750	0.625	0.500	0.438	0.375
34.0	0.750	0.625	0.500	0.438	0.375	0.812	0.688	0.531	0.469	0.406
36.0	0.781	0.656	0.531	0.469	0.375	0.844	0.719	0.562	0.500	0.438
38.0	0.844	0.688	0.562	0.500	0.406	0.906	0.750	0.625	0.531	0.438
40.0	0.875	0.750	0.594	0.500	0.438	0.938	0.812	0.656	0.562	0.469
42.0	0.938	0.781	0.625	0.531	0.469	1.000	0.844	0.688	0.594	0.500
	MAOP ≤ 900 psi					MAOP ≤ 1000 psi				
6.625	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
8.625	0.219	0.188	0.188	0.188	0.188	0.250	0.188	0.188	0.188	0.188
10.75	0.279	0.219	0.188	0.188	0.188	0.307	0.250	0.188	0.188	0.188
12.75	0.312	0.281	0.219	0.188	0.188	0.344	0.281	0.250	0.188	0.188
14.0	0.344	0.312	0.250	0.203	0.188	0.375	0.312	0.250	0.219	0.188
16.0	0.406	0.344	0.281	0.219	0.188	0.438	0.375	0.312	0.250	0.219
18.0	0.469	0.375	0.312	0.250	0.219	0.500	0.406	0.344	0.281	0.250
20.0	0.500	0.438	0.344	0.281	0.250	0.562	0.469	0.375	0.312	0.281

Appendix A

Minimum Nominal Wall Thickness (in.) for Uncased Carrier Pipe (Continued)

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP \leq 900 psi - Continued					MAOP \leq 1000 psi - Continued				
22.0	0.562	0.469	0.375	0.312	0.281	0.625	0.500	0.406	0.344	0.281
24.0	0.625	0.500	0.406	0.344	0.312	0.688	0.562	0.438	0.375	0.312
26.0	0.656	0.562	0.438	0.375	0.312	0.750	0.594	0.469	0.406	0.344
28.0	0.719	0.594	0.469	0.406	0.344	0.750	0.656	0.531	0.438	0.375
30.0	0.750	0.625	0.500	0.438	0.375	0.812	0.688	0.562	0.469	0.406
32.0	0.812	0.688	0.562	0.469	0.406	0.875	0.719	0.594	0.531	0.438
34.0	0.875	0.719	0.594	0.500	0.438	0.938	0.781	0.625	0.562	0.469
36.0	0.906	0.781	0.625	0.531	0.469	1.000	0.812	0.688	0.594	0.500
38.0	0.969	0.812	0.656	0.562	0.500	1.062	0.875	0.719	0.625	0.531
40.0	1.031	0.875	0.688	0.625	0.531	1.125	0.906	0.750	0.656	0.562
42.0	1.062	0.906	0.750	0.656	0.562	1.188	0.969	0.781	0.688	0.594
	MAOP \leq 1100 psi					MAOP \leq 1200 psi				
5.563	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
6.625	0.188	0.188	0.188	0.188	0.188	0.203	0.188	0.188	0.188	0.188
8.625	0.250	0.203	0.188	0.188	0.188	0.277	0.219	0.188	0.188	0.188
10.75	0.307	0.250	0.203	0.188	0.188	0.344	0.277	0.219	0.188	0.188
12.75	0.375	0.312	0.250	0.219	0.188	0.406	0.330	0.281	0.226	0.188
14.0	0.406	0.344	0.281	0.226	0.219	0.438	0.375	0.312	0.250	0.219
16.0	0.469	0.406	0.312	0.281	0.219	0.500	0.406	0.344	0.281	0.250
18.0	0.531	0.438	0.344	0.312	0.250	0.562	0.469	0.375	0.344	0.281
20.0	0.594	0.500	0.406	0.344	0.281	0.625	0.531	0.438	0.375	0.312
22.0	0.625	0.531	0.438	0.375	0.312	0.688	0.562	0.469	0.406	0.344
24.0	0.688	0.594	0.469	0.406	0.344	0.750	0.625	0.500	0.438	0.375
26.0	0.750	0.625	0.500	0.438	0.375	0.812	0.688	0.562	0.469	0.406
28.0	0.812	0.688	0.562	0.469	0.406	0.875	0.719	0.594	0.500	0.438
30.0	0.875	0.750	0.594	0.531	0.438	0.938	0.812	0.625	0.562	0.469
32.0	0.938	0.781	0.625	0.562	0.469	1.000	0.875	0.688	0.594	0.500
34.0	1.000	0.844	0.688	0.594	0.500	1.062	0.875	0.719	0.625	0.531
36.0	1.062	0.875	0.719	0.625	0.531	1.125	0.938	0.750	0.656	0.562
38.0	1.125	0.938	0.750	0.656	0.562	1.188	1.000	0.812	0.719	0.594
40.0	1.156	0.969	0.812	0.688	0.594	1.250	1.081	0.844	0.750	0.625

Appendix A

Minimum Nominal Wall Thickness (in.) for Uncased Carrier Pipe (Continued)

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP ≤ 1100 psi - Continued					MAOP ≤ 1200 psi - Continued				
42.0	1.250	1.031	0.844	0.750	0.625	1.312	1.094	0.906	0.781	0.656
	MAOP ≤ 1300 psi					MAOP ≤ 1400 psi				
5.563	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
6.625	0.219	0.188	0.188	0.188	0.188	0.250	0.188	0.188	0.188	0.188
8.625	0.277	0.250	0.188	0.188	0.188	0.312	0.250	0.219	0.188	0.188
10.75	0.344	0.307	0.250	0.208	0.188	0.365	0.307	0.250	0.219	0.219
12.75	0.438	0.344	0.281	0.256	0.219	0.438	0.375	0.312	0.256	0.250
14.0	0.469	0.375	0.312	0.279	0.228	0.500	0.406	0.344	0.281	0.281
16.0	0.531	0.438	0.375	0.312	0.281	0.562	0.469	0.375	0.344	0.312
18.0	0.594	0.500	0.406	0.344	0.312	0.625	0.531	0.438	0.375	0.344
20.0	0.656	0.562	0.438	0.375	0.344	0.688	0.594	0.469	0.406	0.375
22.0	0.719	0.594	0.500	0.438	0.406	0.750	0.656	0.531	0.469	0.375
24.0	0.812	0.656	0.531	0.469	0.406	0.844	0.688	0.562	0.500	0.438
26.0	0.844	0.719	0.594	0.500	0.438	0.906	0.750	0.625	0.531	0.469
28.0	0.906	0.781	0.625	0.531	0.469	0.969	0.812	0.656	0.594	0.500
30.0	0.969	0.812	0.688	0.594	0.500	1.031	0.875	0.719	0.625	0.531
32.0	1.031	0.875	0.719	0.625	0.531	1.094	0.938	0.750	0.656	0.562
34.0	1.125	0.938	0.750	0.656	0.562	1.156	1.000	0.812	0.719	0.594
36.0	1.188	1.000	0.812	0.719	0.625	1.250	1.062	0.875	0.750	0.656
38.0	1.250	1.062	0.844	0.750	0.656	1.312	1.094	0.906	0.781	0.688
40.0	1.312	1.094	0.906	0.781	0.688	1.375	1.156	0.938	0.844	0.719
42.0	1.375	1.156	0.938	0.844	0.719	1.469	1.219	1.000	0.875	0.750
	MAOP ≤ 1500 psi					MAOP ≤ 1600 psi				
4.5	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
5.563	0.219	0.188	0.188	0.188	0.188	0.219	0.188	0.188	0.188	0.188
6.625	0.250	0.208	0.188	0.188	0.188	0.280	0.219	0.188	0.188	0.188
8.625	0.312	0.277	0.219	0.188	0.188	0.344	0.277	0.250	0.219	0.188
10.75	0.406	0.344	0.279	0.228	0.219	0.438	0.344	0.279	0.250	0.219
12.75	0.469	0.406	0.312	0.281	0.250	0.500	0.406	0.344	0.312	0.250
14.0	0.500	0.438	0.344	0.312	0.250	0.562	0.469	0.375	0.312	0.281
16.0	0.594	0.500	0.406	0.344	0.312	0.625	0.531	0.438	0.375	0.312

Appendix A

Minimum Nominal Wall Thickness (in.) for Uncased Carrier Pipe (Continued)

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP ≤ 1500 psi - Continued					MAOP ≤ 1600 psi - Continued				
18.0	0.856	0.562	0.469	0.406	0.344	0.688	0.594	0.469	0.406	0.344
20.0	0.719	0.625	0.494	0.438	0.375	0.781	0.656	0.531	0.469	0.406
22.0	0.812	0.688	0.562	0.469	0.406	0.844	0.719	0.594	0.500	0.438
24.0	0.875	0.750	0.594	0.531	0.438	0.938	0.781	0.625	0.562	0.469
26.0	0.938	0.812	0.656	0.562	0.500	1.000	0.844	0.688	0.594	0.500
28.0	1.031	0.875	0.688	0.625	0.531	1.062	0.906	0.750	0.656	0.562
30.0	1.094	0.938	0.750	0.656	0.562	1.156	0.969	0.781	0.688	0.594
32.0	1.156	0.969	0.812	0.688	0.594	1.219	1.031	0.844	0.719	0.625
34.0	1.250	1.031	0.844	0.750	0.625	1.312	1.094	0.906	0.781	0.656
36.0	1.312	1.094	0.906	0.781	0.688	1.375	1.156	0.938	0.812	0.719
38.0	1.375	1.156	0.938	0.844	0.719	1.469	1.219	1.000	0.875	0.750
40.0	1.438	1.219	1.000	0.875	0.750	1.531	1.281	1.062	0.906	0.781
42.0	1.531	1.281	1.062	0.938	0.781	—	1.344	1.094	0.969	0.844
	MAOP ≤ 1700 psi					MAOP ≤ 1800 psi				
4.0	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
4.5	0.188	0.188	0.188	0.188	0.188	0.203	0.188	0.188	0.188	0.188
5.563	0.258	0.188	0.188	0.188	0.188	0.258	0.219	0.188	0.188	0.188
6.625	0.280	0.250	0.188	0.188	0.188	0.312	0.250	0.219	0.188	0.188
8.625	0.375	0.312	0.250	0.219	0.188	0.375	0.312	0.250	0.219	0.188
10.75	0.438	0.365	0.312	0.256	0.219	0.469	0.406	0.312	0.279	0.250
12.75	0.531	0.438	0.375	0.312	0.281	0.562	0.469	0.375	0.344	0.281
14.0	0.594	0.500	0.406	0.344	0.312	0.625	0.500	0.406	0.375	0.312
16.0	0.656	0.562	0.438	0.406	0.344	0.688	0.594	0.469	0.406	0.344
18.0	0.750	0.625	0.500	0.438	0.375	0.781	0.656	0.531	0.469	0.406
20.0	0.812	0.688	0.562	0.500	0.406	0.875	0.719	0.594	0.500	0.438
22.0	0.906	0.750	0.625	0.531	0.469	0.969	0.781	0.656	0.562	0.500
24.0	1.000	0.812	0.656	0.594	0.500	1.031	0.875	0.719	0.625	0.531
26.0	1.062	0.906	0.719	0.625	0.531	1.125	0.938	0.750	0.656	0.562
28.0	1.156	0.969	0.781	0.688	0.594	1.219	1.000	0.812	0.719	0.625
30.0	1.219	1.031	0.844	0.719	0.625	1.312	1.094	0.875	0.750	0.656
32.0	1.312	1.094	0.875	0.781	0.656	1.375	1.156	0.938	0.812	0.688

Appendix A

Minimum Nominal Wall Thickness (in.) for Uncased Carrier Pipe (Continued)

D (in.)	SMYS (psi)					SMYS (psi)				
	35000	42000	52000	60000	70000	35000	42000	52000	60000	70000
	MAOP \leq 1700 psi - Continued					MAOP \leq 1800 psi - Continued				
34.0	1.375	1.156	0.938	0.812	0.688	1.500	1.219	1.000	0.875	0.750
36.0	1.469	1.219	1.000	0.875	0.750	1.562	1.312	1.062	0.906	0.781
38.0	1.562	1.312	1.062	0.906	0.781	—	1.375	1.125	0.969	0.844
40.0	—	1.375	1.094	0.969	0.844	—	1.438	1.156	1.000	0.875
42.0	—	1.438	1.156	1.000	0.875	—	1.500	1.219	1.062	0.906
	MAOP \leq 1900 psi					MAOP \leq 2000 psi				
3.5	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188	0.188
4.0	0.188	0.188	0.188	0.188	0.188	0.219	0.188	0.188	0.188	0.188
4.5	0.219	0.188	0.188	0.188	0.188	0.219	0.188	0.188	0.188	0.188
5.563	0.258	0.219	0.188	0.188	0.188	0.281	0.250	0.188	0.188	0.188
6.625	0.312	0.250	0.219	0.188	0.188	0.344	0.280	0.219	0.188	0.188
8.625	0.406	0.344	0.281	0.277	0.219	0.488	0.344	0.281	0.250	0.219
10.75	0.500	0.406	0.344	0.312	0.250	0.531	0.488	0.375	0.312	0.256
12.75	0.594	0.500	0.406	0.344	0.312	0.625	0.531	0.438	0.375	0.312
14.0	0.656	0.531	0.438	0.375	0.344	0.688	0.562	0.469	0.406	0.344
16.0	0.750	0.625	0.500	0.438	0.375	0.781	0.656	0.531	0.469	0.406
18.0	0.812	0.688	0.562	0.500	0.438	0.875	0.719	0.594	0.500	0.438
20.0	0.906	0.781	0.625	0.531	0.469	0.969	0.812	0.656	0.562	0.500
22.0	1.000	0.844	0.688	0.594	0.500	1.062	0.875	0.719	0.625	0.531
24.0	1.094	0.906	0.750	0.656	0.562	1.156	0.969	0.781	0.688	0.594
26.0	1.188	1.000	0.812	0.688	0.594	1.250	1.062	0.844	0.760	0.625
28.0	1.312	1.062	0.875	0.750	0.656	1.344	1.125	0.906	0.781	0.688
30.0	1.375	1.156	0.938	0.812	0.688	1.438	1.219	0.969	0.844	0.719
32.0	1.469	1.219	1.000	0.844	0.750	1.531	1.281	1.031	0.906	0.781
34.0	1.562	1.312	1.062	0.906	0.781	—	1.375	1.094	0.969	0.812
36.0	—	1.375	1.125	0.969	0.844	—	1.438	1.156	1.000	0.875
38.0	—	1.438	1.188	1.031	0.875	—	1.531	1.219	1.062	0.906
40.0	—	1.531	1.219	1.062	0.906	—	—	1.312	1.125	0.969
42.0	—	—	1.281	1.125	0.969	—	—	1.375	1.188	1.000

Allowable Hoop Stress Due to Internal Pressure.

The maximum allowable hoop stress due to internal pressure shall be sixty percent of SMYS or per ANSI Code if lower allowable percentage of hoop stress applies.

VENTING STANDARDS FOR:

AREMA

Norfolk Southern Corporation

BNSF Railway

CSX Transportation

North Carolina Railroad Company

5.1.6.5 Vents

Casing pipe, when sealed, shall be properly vented. Vent pipes shall be of sufficient diameter, but in no case less than 2 in. in diameter, shall be attached near end of casing and project through ground surface at right-of-way lines or not less than 45 ft. (measured at right angles) from centerline of nearest track. Vent pipe, or pipes, shall extend not less than 4 ft. above ground surface. Top of vent pipe shall be fitted with down-turned elbow properly screwed, or a relief valve. Vents in locations subject to high water shall be extended above the maximum elevation of high water and shall be supported and protected in a manner that meets the approval of the engineer. Vent pipes shall be no closer than 4 ft. (vertically) from aerial electric wires.

5.1.6.6 Shut-Off Valves

Accessible emergency shut-off valves shall be installed within effective distances each side of the railway as mutually agreed to by the engineer and the pipeline company. These valves should be marked with signs for identification. Where pipelines are provided with automatic control stations at locations and within distances approved by the engineer, no additional valves shall be required.

5.1.6.7 Longitudinal Pipelines

Longitudinal pipelines should be located as far as possible from any track. They must not be within 25 ft. of any track and must have a minimum of 6 ft. ground cover over the pipeline up to 50 ft., measured from the track centerline. Where pipeline is laid more than 50 ft. from centerline of track, minimum cover shall be at least 6 ft. Pipelines must be marked by a sign approved by the engineer every 500 ft. and at every road crossing, streambed, other utility crossing, and at locations of major change in direction of the line. Longitudinal carrier pipeline shall be steel. Plastic carrier pipe may be utilized for longitudinal installation with approval by the engineer, but shall be encased within the limits of the right-of-way. Casing may be omitted with approval of the engineer, provided that minimum burial depth is increased to comply with the most conservative requirements of either the engineer's instructions, current ANSI specifications, current OSHA regulations, or local regulatory agency specifications.

5.1.7 APPROVAL OF PLANS (2002)

- a. Plans for proposed installation shall be submitted to and meet the approval of the engineer before construction is begun.
- b. Plans shall be drawn to scale showing the relation of the proposed pipeline to railway tracks, angle of crossing, location of valves, railway survey station, right-of-way lines and general layout of tracks and railway facilities. Plans should also show a cross section (or sections) from field survey, showing pipe in relation to actual profile of ground and tracks. If open-cutting or tunneling is necessary, details of sheeting and method of supporting tracks or driving tunnel shall be shown.
- c. In addition to the above, plans should contain the following data:



NSCE-8
5/16/01

SPECIFICATIONS
FOR
PIPELINE OCCUPANCY
OF
NORFOLK SOUTHERN CORPORATION
PROPERTY

4.4.3 Uncased Pipelines Carrying Gas

- A: Pipelines carrying flammable and nonflammable gas products shall be steel and shall conform to the requirements of the current ANSI B31.8 Gas Transmission and Distribution Piping Systems, and other applicable ANSI codes.
- B: The minimum wall thickness for uncased carrier pipe shall be in accordance with the values provided in ARTMA, Chapter 1, Part 5, Section 5.2, Table 5.2.3 (a through j).
- C: A durable coating, which will resist abrasion (fusion-bonded epoxy or other suitable material), shall be used to protect the uncased pipeline when the boring method of installation is used.
- D: If NS determines there is the potential for damage to the uncased pipeline (foreign material in the subgrade, third-party damage, etc.) special protection of the pipeline will be required. Special may include the use of a protection slab over the pipeline, increased depth of bury or other means.

4.5 Casing Pipe End Seals

- A: Casings for carrier pipes of flammable and hazardous substances shall be suitably sealed to the outside of the carrier pipe. Details of the end seals shall be shown on the plans.
- B: Casings for carrier pipes of non-flammable substances shall have both ends of the casing blocked up in such a way as to prevent the entrance of foreign material, but allowing leakage to pass in the event of a carrier break.
- C: The ends of a casing pipe may be left open when the ends are at or above ground surface and above high water level, provided drainage is affordable in such a manner that leakage will be conducted away from railroad tracks and structures.

4.6 Vents

- A: Sealed casings for flammable substances shall be properly vented. Vent pipes shall be of sufficient diameter, but in no case less than two inches (51 mm) in diameter, and shall be attached near each end of the casing and project through the ground surface at right-of-way lines or not less than 45 feet (13.7m), measured at right angles from centerline of nearest track.
- B: Vent pipes shall extend not less than 4 feet (1.2m) above the ground surface. Top of vent pipe shall have a down-turned elbow, properly screened, or a relief valve. Vents in locations subject to high water shall be extended above the maximum elevation of high water and shall be supported and protected in a manner approved by NS.
- C: Vent pipes shall be at least 4 feet (1.2m), vertically, from aerial electric wires or greater if required by national Electrical Safety Code (ANSI C2).
- D: When the pipeline is in a public highway, street-type vents shall be installed.

4.7 Signs

- A: All pipelines (except those in streets where it would not be practical to do so) shall be prominently marked at right-of-way lines (on both sides of track for crossings) by durable, weatherproof signs located over the centerline of the pipe. Signs shall show the following:
 - (1) Name and address of owner
 - (2) Contents of pipe

Burlington Northern Santa Fe

UTILITY ACCOMMODATION POLICY



Engineering Services
4515 Kansas Avenue
Kansas City, KS 66106
May 18, 2011

PART 3 - UTILITIES CROSSING RAILROAD PROPERTY

A. General Provisions

This section of the policy applies to all public and private utilities, including electric power, telephone (including fiber optics), telegraph, cable television, water, gas, oil, petroleum products, steam, chemicals, sewage, drainage, irrigation and similar lines that are located, adjusted or relocated within the property under the jurisdiction of BNSF. Such utilities may involve underground, surface or overhead facilities.

Installations crossing the property of the railroad, to the extent feasible and practical, are to be perpendicular to the railroad alignment and preferably at not less than forty-five (45) degrees to the centerline of the track. Utilities shall not be placed within culverts or under railroad bridges, buildings or other important structures.

Utilities will be located so as to provide a safe environment and shall conform to the current "National Electrical Safety Code," "American Waterworks Association Specifications," Federal Pipeline Safety Regulations," and "The American Railway Engineering and Maintenance Association Specifications." Where laws or orders of public authority prescribe a higher degree of protection, then the higher degree of protection prescribed shall supersede the provisions of this manual.

B. Overhead Installations

1. Minimum four feet clearance required above signal and communication lines.
2. Poles must be located 50 feet out from the centerline of railroad main, branch and running tracks, CTC sidings, and heavy tonnage spurs. Pole location adjacent to industry tracks must provide at least a 10-foot clearance from the centerline of track, when measured at right angles. If located adjacent to curved track, then said clearance must be increased at a rate of 1-1/2 inches per degree of curved track.
3. Regardless of the voltage, unguyed poles shall be located a minimum distance from the centerline of any track, equal to the height of the pole above the ground-line plus 10 feet. If guying is required, the guys shall be placed in such a manner as to keep the pole from leaning/falling in the direction of the tracks.
4. Poles (including steel poles) must be located a minimum distance from the railroad signal and communication line equal to the height of the pole above the ground-line or else be guyed at right angles to the lines. High voltage towers (34.5 kV and higher) must be located off railroad right of way.
5. Crossings must not be installed under or within 500 feet of the end of any railroad bridge, or 300 feet from the centerline of any culvert or switch area.

6. Complete spanning of the property is encouraged with supportive structures and appurtenances located outside railroad property. For electric supply lines, normally the crossing span shall not exceed 150 feet with adjacent span not exceeding 1-1/2 times the crossing span length. For communication lines, the crossing span shall not exceed 100 feet in heavy loading districts, 125 feet in medium loading districts, and 150 feet in light loading districts; and the adjacent span shall not exceed 1-1/2 times the crossing span length. For heavier type construction, longer spans will be considered.
7. Joint-use construction is encouraged at locations where more than one utility or type of facility is involved. However, electricity and petroleum, natural gas or flammable materials shall not be combined. Pipe truss design and layout will need to be reviewed and approved by BNSF Engineering.
8. To ensure that overhead wire crossings are clear from contact with any equipment passing under such wires, communication lines shall be constructed with a minimum clearance above top of rail of twenty-four (24) feet, and electric lines with a minimum clearance of twenty-six and one-half (26 1/2) feet or greater above top of rail when required by the "National Electric Safety Code" or state and local regulations. Electric lines must have a florescent ball marker on low wire over centerline of track.
9. The utility owner will label the points closest to the crossing with the owner's name and telephone number for emergency contact.
10. All overhead flammable and hazardous material lines will need BNSF Engineering approval, but should be avoided if possible.
11. For proposed electrical lines crossing tracks, BNSF may request that an inductive coordination study be performed at the expense of the utility owner. Inductive interference from certain lines have the potential to disrupt the signal system in the track causing failures in the track signals and highway grade crossing warning devices. The General Director of Signals will determine the need for a study on a case-by-case basis.

C. Underground Installations

1. General

- a. All underground utility crossings of railroad trackage shall be designed to carry Cooper's E-80 Railroad live loading with diesel impact (AREMA Cooper's loading Section 8-2-8). This 80,000-lb. axle load may be distributed laterally a distance of three (3) feet, plus a distance equal to the depth from structure grade line to base of rail, on each side of centerline of single tracks, or centerline of outer track where multiple tracks are to be crossed. In no case shall railroad loading design extend less than ten (10) feet laterally from centerline of track. Longitudinally, the load may be distributed between the five-foot axle spacing of the Cooper configuration. Railroad loading criteria will also apply

where future tracks on BNSF are contemplated, to the extent this information is available.

- b. All utility crossings under ditches and railroad trackage should have a minimum depth of cover of three (3) feet below the flow line of the ditch or ground surface and five and one-half (5-1/2) feet from base of rail. In fill sections, the natural ground line at the toe of slope will be considered as ditch grade. The depth of cover shall not be less than that meeting applicable industry standards.
- c. For all boring and jacking installations under main and passing tracks, greater than 26 inches in diameter, and at a depth of between 5.5 and 10.0 feet below top of tie, a geotechnical study will need to be performed to determine the presence of granular material and/or high water table elevation, at the sole expense of the Permittee. The study will include recommendations and a plan for a procedure to prevent failure and a collapse of the bore. Generally, core samples are to be taken near the ends of tie at the proposed location, at least as deep as the bottom of the proposed horizontal bore. Test results must be reviewed and approved by BNSF or its agent, prior to boring activities commencing. BNSF reserves the rights, based on test results, to require the Permittee to select an alternate location, or to require additional engineering specifications be implemented, at the sole expense of the Permittee, in order to utilize existing location.
- d. The use of plastic carrier pipe for sewer, water, natural gas and other liquids is acceptable under specific circumstances. The use of plastic pipe is satisfactory if the pipe is designed to meet all applicable federal and state codes, and if the carrier pipe is properly encased within a steel casing pipe per AREMA standards. This casing must extend the full width of the right of way. Casing may be omitted only for gaseous products if the carrier pipe is steel and is placed ten (10) feet minimum below the base of rail per AREMA standards.

2. General Design and Construction Requirements

- a. If the minimum depth is not attainable because of existing utilities, water table, ordinances, or similar reasons, the line shall be rerouted.
- b. Locations that are considered unsuitable or undesirable are to be avoided. These include deep cuts and, in wet or rocky terrain or where it will be difficult to obtain minimum depth.
- c. Underground installations may be made by open-trenching from the property line to the toe of the fill slope in fill sections and to the toe of the shoulder slope in cut sections but to no closer than thirty (30) feet of the centerline of track. The remainder will be tunneled, augured, jacked or directional-bored through the roadbed. Refer to the following sections for required encasement of utilities and boring requirements.
- d. Manholes should be located outside railroad property, when possible. No manhole will be located in the shoulder, shoulder slope, ditch or backslope, or within twenty-five (25)

feet of the centerline of track, and shall not protrude above the surrounding ground without approval of BNSF.

- e. Utilities will not be attached to or routed through drainage structures or cattle passes. Utilities are not to be attached to other railroad structures without written approval of the BNSF Structures Department.
- f. Jacking/boring pits shall be located a minimum of thirty (30) feet from the centerline of track, and kept to the minimum size necessary.
- g. Under-track bores shall be located greater than 150 feet from the nearest bridge, culvert, track switch, building or other major structure.

3. Pipeline Requirements

- a. Pipeline designs are to specify the type and class of material, maximum working pressures and test and design pressure. Pipelines which are not constructed, operated and maintained under regulations established under US Department of Transportation Hazardous Materials Regulations Board, shall upon revisions in the class of material or an increase in the maximum operating pressure, must obtain BNSF Engineering approval.
- b. Pipelines carrying oil, liquefied petroleum gas, natural or manufactured gas and other flammable products shall conform to the requirements of the current AREMA, ANSI/ASME B 31.4 Code for pressure piping - Liquid Petroleum Transportation Piping Systems; ANSI B 31.8 Code for pressure piping - Gas Transmission and Distribution Piping Systems; other applicable ANSI codes and 49 C.F.R. Part 192 or Part 195 - Transportation of Hazardous Liquids by Pipeline, except that the maximum allowable stress of design of steel pipe shall not exceed the following percentages of the specified minimum yield strength (multiplied by longitudinal joint factor) of the pipe as defined in the ANSI codes.
- c. Pipelines under railroad tracks and across railroad property shall be encased in a larger pipe or conduit called "casings." Generally, casings shall extend from right-of-way line to right-of-way line, unless otherwise approved.
- d. Pipelines and casing pipes shall be suitably insulated from underground conduits carrying electric wires on railroad property.
- e. Reinforced concrete pipe will need to be encased for a distance as wide as the embankment at the utility crossing. This is to protect against track failure due to joint separation.

4. Encasement of Utilities

- a. Casings are oversized load-bearing conduits or ducts through which a utility is inserted:

- 1) To protect the railroad from damages and to provide for repair, removal and replacement of the utility without interference to railway traffic.
 - 2) To protect the carrier pipe from external loads or shock, either during or after construction.
 - 3) To convey leaking fluids or gases away from the area directly beneath the railroad trackage to a point of venting at the railroad property line.
- b. Casings may be omitted for gaseous products only under the following circumstances:
- 1) Carrier pipe must be steel and the wall thickness must conform to 14-80 loading for casing pipe shown in the tables as included in the AREMA manual Chapter 4, Part 5, for Pipeline Crossings. The length of thicker-walled pipe shall extend from railroad right-of-way line to right-of-way line. This will generally result in thicker-walled pipe on railroad right-of-way.
 - 2) All steel pipe shall be coated and cathodically protected.
 - 3) The depth from base of rail to top of pipe shall not be less than ten (10) feet below base of rail. The depth from ditches or other low points on railroad right-of-way shall not be less than six (6) feet from ground line to top of pipe.
- c. In circumstances where it is not feasible to install encasement from right-of-way line to right-of-way line, casing pipe under railroad tracks and across railroad property shall extend to the greater of the following distances, measured at right angles to the centerline of track:
- 1) Two (2) feet beyond toe of slope.
 - 2) Three (3) feet beyond ditch line.
 - 3) Twenty-five (25) feet from centerline of outside track when casing is sealed at both ends.
 - 4) Forty-five (45) feet from centerline of outside track when casing is open at both ends.
 - 5) If additional track is planned for future construction, casing must extend far enough to meet above distances given the additional track requirement.
- d. Pipelines and casing pipe shall be suitably insulated from underground conduits carrying electric wires on railroad property.
- e. Casing pipe and joints shall be made of metal, and of leakproof construction. Casings shall be capable of withstanding the railroad loadings and other loads superimposed upon them.

f. Wall thickness designations for steel casing pipe for E-80 loading (including impact) are:

Nominal Diameter, (Inches)	Min. Thickness for Coated (Inches)	Non Coated (Inches)
14 and Under	0.188	0.188
16	0.219	0.281
18	0.250	0.312
20 and 22	0.281	0.344
24	0.312	0.375
26	0.344	0.406
28	0.375	0.438
30	0.406	0.469
32	0.438	0.500
34 and 36	0.469	0.531
38, 40 and 42	0.500	0.563
44 and 46	0.531	0.594
48	0.563	0.625
50	0.594	0.656
52	0.625	0.688
54	0.656	0.719
56 and 58	0.688	0.750
60	0.719	0.781
62	0.750	0.813
64	0.718	0.844
66 and 68	0.813	0.875
70	0.844	0.906
72	0.875	0.938

- 1) Steel pipe shall have minimum yield strength of 35,000 pounds per square inch.
 - 2) All metallic casing pipes are to be designed for effective corrosion control, long service life and relatively free from routine servicing and maintenance. Corrosion control measures for metallic carrier piping must include cathodic protection.
 - 3) Cast iron may be used for casing. It shall conform to ANSI A21. The pipe shall be connected with mechanical-type joints. Plain-end pipe shall be connected with compression-type couplings. The strength of the cast iron pipe to sustain external loads shall be computed in accordance with the most current ANSI A21.1 "Manual for the Computation of Strength and Thickness of Cast Iron Pipe."
- g. The inside diameter of the casing pipe shall be such that the carrier pipe can be removed without disturbing the casing. All joints or couplings, supports, insulators or centering devices for the carrier pipe shall be considered in the selection of the casing diameter.

- h. For flexible casing pipe, a minimum vertical deflection clearance of the casing pipe shall be three percent (3%) of its diameter plus one-half (1/2) inch so that no loads from the roadbed, track, railroad traffic or casing pipe are transmitted to the carrier pipe. When insulators are used on the carrier pipe, the relationship of the casing size to the size of the carrier pipe is:

<u>Diameter of Carrier Pipe</u>	<u>Inside Dia. of Casing Pipe Equals Outside Dia. of Carrier Pipe Plus</u>
0" - 8"	2"
10" - 16"	3-1/4"
Over 16"	4-1/2"

5. Casing and Pipeline Installation.

- a. Casing and pipeline installations should be accomplished by directional boring (see appendix page A-8), jack-and-bore, tunneling or other approved methods. Tunneling construction under tracks will be permitted only under direct supervision of a BNSF Engineer. Tunneling procedures and equipment, as well as structural design, must have BNSF Engineering approval prior to starting any work on BNSF property. Generally, tunneling shall not be considered where less than six (6) feet of cover exists, or where excessively sandy, loose or rocky soils are anticipated.

Rail elevations over the work must be monitored at intervals prescribed by BNSF to detect any track movement. Movements of over one-quarter (1/4) inch vertically shall be immediately reported to the BNSF Roadmaster. Due to the danger to rail traffic that is caused by only small amounts of track movement, BNSF forces may have to be called to surface the track several times.

The following requirements shall apply to these construction methods:

- 1) The use of water under pressure jetting or puddling will not be permitted to facilitate boring, pushing or jacking operations. Some boring may require water to lubricate cutter and pipe, and under such conditions, is considered dry boring.
- 2) Where unstable soil conditions exist, boring or tunneling operations shall be conducted in such a manner as not to be detrimental to the railroad being crossed.
- 3) If excessive voids or too large a bored hole is produced during casing or pipeline installations, or if it is necessary to abandon a bored or tunneled hole, prompt remedial action should be taken by the Utility Owner.
- 4) All voids or abandoned holes caused by boring or jacking are to be filled by pressure grouting. The grout material should be sand cement slurry with a minimum of two (2) sacks of cement per cubic yard and a minimum of water to assure satisfactory placement.

- 5) The hole diameter resulting from bored or tunneled installations shall not exceed the outside diameter of the utility pipe, cable or casing (including coating) by more than one and one-half (1-1/2) inches for pipes with an inside diameter of twelve (12) inches or less, or two (2) inches on pipes with an inside diameter greater than twelve (12) inches.
 - 6) Pits for boring, tunneling or jacking will not be permitted within thirty (30) feet of the centerline of track; or closer to the track than the toe of fill slopes in fill sections, or toe of shoulder slopes in ditch sections when pipes are allowed on the railroad property.
- c. Vents. In casing pipe installations, vents are appurtenances by which fluids or gases between carrier and casing may be inspected, sampled, exhausted or evacuated.
- 1) Vents shall be located at the high end of short casings and at both ends of casing longer than one hundred fifty (150) feet.
 - 2) Vent standpipes shall be located and constructed so as not to interfere with maintenance of the railroad or to be concealed by vegetation. Where possible, they shall be marked and located at the property line. The markers shall give the name and address of the owner, and a phone number to contact in case of emergency.
 - 3) Casing pipe, when sealed, shall be properly vented. Vent pipes shall be of sufficient diameter, but in no case less than two (2) inches in diameter and shall be attached near each end of casing, projecting through ground surface at property lines.
 - 4) Vent pipes shall extend not less than four (4) feet above ground surface. Top of vent pipes shall be fitted with a down-turned elbow, properly screened; or a relief valve.
 - 5) For pipelines carrying flammable materials, vent pipes on casings shall be at least 16 feet (vertically) from aerial electric wires. Casings shall be suitably insulated from underground conduits carrying electric wires on Railroad right-of-way.
- d. Shut-Off Valves.
- 1) The Utility Owner shall install accessible emergency shut-off valves within effective distances on each side of the railroad. Where pipelines are provided with automatic control stations, no additional valves will be required.
 - 2) Locating a shut-off valve on railroad property should be avoided. If approval is acquired, a guardrail must protect the shut-off valve.
 - 3) When a guardrail is required, its height shall be four (4) feet above the ground line. All four corner posts shall be driven to a minimum depth of four (4) feet below ground line. There shall be a minimum clearance of two (2) feet from the valve to the

guardrail. The steel pipes for the four corner posts and guardrail shall have a minimum diameter of four (4) inches. All joints will be welded with a one-quarter (1/4) inch fillet weld all around.

6. Water Lines

- a. Where casing pipe is used, venting is not required; however, sealing will be required if the ends of the casing are not above high water.
- b. Where non-metallic pipe is permitted and installed, steel casings are required from right of way line to right of way line.
- c. Manholes should be located outside the railroad property. Manholes shall not be located within twenty-five (25) feet of railroad trackage, in the shoulder, shoulder slope, ditch or backslope; and shall not protrude above the surrounding ground without the approval of BNSF Engineering.
- d. The Utility Owner shall place a readily identifiable and suitable marker at each railroad property line where it is crossed by a water line.

7. Sewer Lines

- a. New and relocated sewer lines shall be constructed with satisfactory joints, materials and designs which will provide protection and resistance to damage from sulfide gases and other corrosive elements to which they may be exposed.
- b. Where casing pipe is used, venting and sealing of casing will be required on pressurized lines.
- c. Where non-metallic pipe is permitted and installed, a durable metal wire shall be concurrently installed; or other means shall be provided for detection purposes.
- d. Manholes should be located outside the railroad property. Manholes shall not be located within twenty-five (25) feet of railroad trackage, in the shoulder, shoulder slope, ditch or backslope; and shall not protrude above the surrounding ground without the approval of BNSF Engineering.

8. Electric Power Lines

- a. A minimum depth of 5.5 feet below the base of rail (BRR) will be maintained.
- b. A minimum depth of 3.0 feet below natural grade (BNG) will be maintained for 750 volts and less, and 4.0 feet BNG for greater than 750 volts.
- c. The wireline must be encased completely across the Railroad right-of-way with a rigid conduit. The conduit can be metal or high-density poly-ethylene (HDPE).

- d. Crossings shall not be installed under or within 50 feet of the end of any Railroad bridge, centerline of any culvert or switch area.
- e. A BNSF signal representative must be present during installation if railroad signals are in the vicinity of wireline crossings unless signal representative authorizes otherwise.
- f. Markers that identify the Utility Owner shall be placed at both property lines for utilities crossing the railroad property. For parallel lines markers shall be placed above the cable at intervals no less than 300' apart. The markers should identify the owner, type of cable and emergency telephone number. A 6-inch wide warning tape will be installed, 1.0' foot BNCI directly over the underground power line where located on Railroad right-of-way, outside the track ballast sections.
- g. Above-ground utility appurtenances installed as a part of an underground installation shall be located at or near the railroad property line and shall not be any closer than twenty-five (25) feet to the centerline of track.

9. Fiber Optic Lines.

- a. The same requirements for electric power line crossings will apply for fiber optic line crossings except for the following:
- b. A minimum depth of 4.0 feet BNCI for fiber optic cable wirelines.
- c. BNSF Engineering must approve any specialized equipment used to install cable. No rail plow will be allowed for installation purposes.
- d. Schedule 80 HDPE pipe is acceptable (with no casing pipe) for use when housing fiber optic lines. A metallic ribbon or wire must be included in the pipe to allow for radio locating at a later date.

10. Abandonment/Removal of Facilities

- a. Upon termination of license the pipeline needs to be removed from BNSF property except for the portion under the track embankment. For pipelines crossing under the tracks the pipe and casing will be cut just short of the toe of embankment slope, purged and filled with a flowable grout (see appendix page A-9).



DESIGN & CONSTRUCTION STANDARD SPECIFICATIONS

Pipelines Occupancies

OFFICE OF:
CHIEF ENGINEER DESIGN AND CONSTRUCTION
JACKSONVILLE, FLORIDA
September 15, 2003
Last Revised February 24, 2010

iii) Uncased Pipelines Carrying Gas

- (a) Pipelines carrying flammable and nonflammable gas products shall be steel (Nonflammable – plastic) and shall conform to the requirements of the current ASME B 31.8 Gas Transmission and Distribution Piping Systems, and other applicable ANSI codes.
- (b) The minimum wall thickness for uncased carrier pipe shall be in accordance with the values provided in ARFMA, Chapter 1, Part 5.
- (c) A durable coating, which will resist abrasion (fusion bonded epoxy or other suitable material), shall be used to protect the uncased pipeline when the boring method of installation is used.
- (d) If CSXT determines there is the potential for damage to the uncased pipeline (foreign material in the subgrade, third party damage, etc.), special protection of the pipeline will be required. Special protection may include the use of concrete jacketed carrier pipe, a protection slab over the pipeline, increased depth of bury or other means.

E) Casing Pipe End Seals

- i) Casings for carrier pipes of flammable and hazardous substances shall be suitably sealed to the outside of the carrier pipe. Details of the end seals shall be shown on the plans.
- ii) Casings for carrier pipes of non-flammable substances shall have both ends of the casing blocked up in such a way as to prevent the entrance of foreign material, but allowing leakage to pass in the event of a carrier break.
- iii) The ends of a casing pipe may be left open when the ends are at or above ground surface and above high water level, provided drainage is afforded in such a manner that leakage will be conducted away from railroad tracks and structures.

F) Vents

- i) Sealed casings for flammable substances shall be properly vented. Vent pipes shall be of sufficient diameter, but in no case less than two inches in diameter, and shall be attached near each end of the casing and project through the ground surface at right-of-way lines or not less than 45 feet, measured at right angles from centerline of nearest track.
- ii) Vent pipes shall extend not less than 4 feet above the ground surface. Top of vent pipe shall have a down-turned elbow, properly screened, or a relief valve. Vents in locations subject to high water shall be extended above the maximum elevation of high water and shall be supported and protected in a manner approved by CSXT.
- iii) Vent pipes shall be at least 4 feet, vertically, from aerial electric wires or greater if required by National Electrical Safety Code (ANSI C2).
- iv) When the pipeline is in a public highway, street-type vents shall be installed.

FORM NCR 102

**SPECIFICATIONS
FOR
PIPELINE OCCUPANCY
OF
NORTH CAROLINA RAILROAD COMPANY
PROPERTY**

**Revised
JANUARY 2009**

4.5 Casing Pipe End Seals

- A. Casings for carrier pipes of flammable and hazardous substances shall be suitably sealed to the outside of the carrier pipe. Details of the end seals shall be shown on the plans.
- B. Casings for carrier pipes of nonflammable substances shall have both ends of the casing blocked up in such a way as to prevent the entrance of foreign material, but allowing leakage to pass in the event of a carrier break.
- C. The ends of a casing pipe may be left open when the ends are at or above ground surface and above high water level, provided drainage is afforded in such a manner that leakage will be conducted away from railroad tracks and structures.

4.6 Vents



- A. Sealed casings for flammable substances shall be properly vented. Vent pipes shall be of sufficient diameter, but in no case less than two inches in diameter, and shall be attached near each end of the casing and project through the ground surface at right-of-way lines or not less than 45 feet, measured at right angles from centerline of nearest track.
- B. Vent pipes shall extend not less than 4 feet above the ground surface. Top of vent pipe shall have a down-turned elbow, properly screened, or a relief valve. Vents in locations subject to high water shall be extended above the maximum elevation of high water and shall be supported and protected in a manner approved by the Engineering Representative.
- C. Vent pipes shall be at least 4 feet, vertically, from aerial electric wires or greater if required by National Electrical Safety Code (ANSI C2).
- D. When the pipeline is in a public highway, street-type vents shall be installed.

4.7 Signs

- A. All pipelines (except those in streets where it would not be practical to do so) shall be prominently marked at right-of-way lines (on both sides of track for crossings) by durable, weatherproof signs located over the centerline of the pipe. Signs shall show the following:
 - 1. Name and address of owner
 - 2. Contents of pipe
 - 3. Pressure in pipe and/or voltage of conduit
 - 4. Pipe depth below grade at point of a sign
 - 5. Emergency telephone number in event of pipe rupture
- B. For pipelines running longitudinally on NCRR property, signs shall be placed over the pipe (or offset and appropriately marked) at all changes in direction of the pipeline. Such signs should also be located so that when standing at one sign the next adjacent marker in either direction is visible. In no event shall they be placed more than 500 feet apart unless otherwise specified by the Engineering Representative.
- C. The Owner must maintain all signs on NCRR's right-of-way as long as the occupational agreement is in effect.

EXHIBIT E-BENEFIELD VERIFIED STATEMENT

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35583

EASTERN ALABAMA RAILWAY LLC
v.
UTILITIES BOARD OF THE CITY OF SYLACAUGA

VERIFIED STATEMENT OF DAVID BENEFIELD

My name is David Benefield. I am a contractor for maintenance of way on the Eastern Alabama Railway, LLC ("EARLY"). The purpose of this statement is to discuss an incident on the EARLY that occurred in April 2009.

I was in the hi-rail vehicle in April, 2009 inspecting the EARLY track. As I came around the curve, going 10 mph or less, when I heard someone shouting "Whoa, Whoa, Whoa." I looked around to see where the sound was coming from and then hit the brakes on the hi-rail vehicle I was operating and came to a stop about ten feet past where the downed wire lay.

Once I stopped, I noticed that there was a man in a bucket truck to the East side of the railroad tracks and another man with a ladder leaned up against a utility pole on the other side of the railroad tracks. The wire was lying across the track and the men appeared to me to be stringing the wire over the right of way. The hi-rail wheels had cut the wire in two places. I provided protection for the Sylacauga Utilities' Employees while they spliced the wire in two places and then attached the wire to the pole. After they attached the wire to the pole the Sylacauga Utilities' Employees left the EARLY property. I then continued with my track inspection.

VERIFICATION

I, David Benefield, verify under penalty of perjury, under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on February 21, 2012.

A handwritten signature in dark ink, appearing to read "David Benefield", is written over a horizontal line.

David Benefield

EXHIBIT F-RICHARD LETTER TERMINATING AGREEMENTS



UTILITIES BOARD
City of Sylacauga
301 N. Elm Ave.
P.O. Box 207
Sylacauga, AL 35150
Tel 205-651-1111

UTILITIES BOARD
OPERATIONS CHIEF
1111 PINEHURST BL.
SYLACAUGA, AL 35150
205-651-1111

June 17, 2008

Certified Mail Tracking Number: 7006 3450 0003 6738-6064

Ms. Staci Korpai
Rail America, Inc.
5300 Broken Sound Blvd., NW
Boca Raton, Florida 33487

Subject: Letter dated June 9, 2008 (Copy Attached)
The Utilities Board of the City of Sylacauga, Alabama

Dear Ms. Korpai;

We have reviewed your letter dated June 9, 2008 and would like to address the following issues:

1. Your invoices were received in our office during the month of December 2007. At which time, our office requested documentation of your ownership of the property to which this billing is attached. As of this date, no documentation has been provided to the Utilities Board of the City of Sylacauga, Alabama by East Alabama Railway and/or Rail America.
2. In February of 2008, you continued to bill our office for these crossing locations without providing any requested documentation of the ownership by East Alabama Railway and/or Rail America of the aforementioned property. At which point, we contracted with Eagle 1 Resources to investigate this matter on our behalf.
3. On March 3, 2008 and March 21, 2008, our consultant - Eagle 1 Resources, contacted your office requesting you provide documentation of your ownership of the aforementioned property in Sylacauga, Alabama. It is our position that failure to possess the proper ownership rights is a violation of material terms to the lease. This information was received in your office on March 5, 2008 and March 25, 2008, respectfully.
4. On April 22, 2008, our consultant - Eagle 1 Resources, provided your office with a notice of termination of the lease agreements with your company. This

letter was received in your office on April 24, 2008. It has been approved by our board to cancel these lease agreements based on your lack of documentation to substantiate your ownership of the land at each of our crossing locations.

5. On May 5, 2008, your office provided correspondence with Mr. David L. Thomas of Eagle 1 Resources to state that the lease agreements could only be terminated by the owners. Eagle 1 Resources was acting as our agent for this work. Your office continues to provide no documentation of the ownership of the land for each of the crossing locations. Failing to possess proper legal ownership is a material violation to the terms of the lease.
6. To remove all doubt at this time, we (The Utilities Board of the City of Sylacauga, Alabama) are notifying Rail America and/or East Alabama Railway that we are terminating the lease agreements between the Utilities Board of the City of Sylacauga, Alabama and East Alabama Railway and/or Rail America effective today, June 16, 2008. It has been determined that these lease agreements were developed under false land ownership information and were void from the date of conception.
7. On May 20, 2008 (received in your office on May 22, 2008), our consultant - Eagle 1 Resources, provided you with:
 - a. A history of the railroad line installed in the Sylacauga Alabama area.
 - b. A summary of the land ownership issue along with a review of the quit claim deed you received in 2000 from CSXT Railroad.
 - c. A summary of the Right of Way (not land ownership) you own in this area.
 - d. A summary discussing the legality of lease agreements entered into under false land ownership information.

If you do pursue this issue in the court system, we are extremely interested to learn how you will prove your ownership of certain parcels of land in the Sylacauga, Alabama area. The city was first incorporated as Sylacauga in 1838 and again in 1887 as Sylacauga. In consideration that the city of Sylacauga was incorporated in 1838 (48 years before the construction of the railroad) and the city streets were established at this time (1838). It will be interesting to learn how the railroad owns a public street. Understanding that a railroad can not condemn a public street for private ownership, your ability to address this issue must be incredible.

In closing, we respect your right to determine your options under the laws governing this issue. We also have rights and potential financial compensation for the past transgressions with our organization. If you chose to pursue this in court, that is your right. However, please note that once the flood gates of information is released to the

members of the class with this same invoicing issue, it will be impossible to stop the potential damage to your organization.

If you chose to pursue this illegal invoice issue with a third party collection agency, we will take the necessary legal action to protect our firm. Rail America and/or East Alabama Railway will be held liable for any damage to our organization due to your actions.

Sincerely,

The Utilities Board of the City of Sylacauga, Alabama



Mike Richard
General Manager

cc: Mr. David L. Thomas

Eagle 1 Resources
Auburn, Alabama

Mr. Blake Costello

Railroad Management / Dallas, Texas

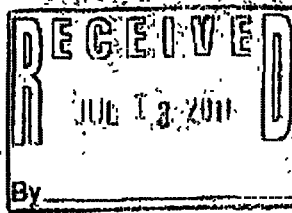
EXHIBIT G-BURKHOLDER NOTICE OF NEW EASEMENT



BALCH & BINGHAM LLP

Alabama • Georgia • Mississippi • Washington, DC

David Burkholder
(205) 226-3403



Attorneys and Counselors
1901 Sixth Avenue North, Suite 1500
P.O. Box 306 (35201-0306)
Birmingham, Alabama 35203-4642
(205) 251-8100
(205) 226-8799 Fax
www.balch.com

(205) 488-5719 (direct fax)
dburkholder@balch.com

July 8, 2011

BY U.S. MAIL

Mr. Kenneth Charron
VP and Commercial Counsel
RailAmerica, Inc.
7411 Fullerton Street
Jacksonville, Florida 32256

Mr. John F. DeBuys, Jr.
Mr. Turner B. Williams
Burr Forman LLP
420 North 20th Street
Suite 3400
Birmingham, Alabama 35203

**Re: Acquisition of Easement for Underground Utility by the Utilities Board of
the City of Sylacauga from Eastern Alabama Railway, LLC**

Déar Messrs Charron, DeBuys, and Williams:

The Utilities Board of the City of Sylacauga is in need of a new easement for an underground sewage line crossing Eastern Alabama Railway's corridor in the area of Hill Road. A survey is attached highlighting the proposed easement. Inasmuch as this easement has not been acquired through negotiations, and condemnation of such rights must be initiated in probate court, I am submitting on behalf the Utilities Board the enclosed written statement and summary of its approved appraisal showing the basis for the amount established as just compensation for the property in connection with this acquisition.

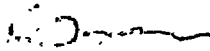
The Board retained the services of a qualified appraiser to appraise the property involved in the subject crossing by the Board's underground utility line in the "before" and "after" situation, with the difference being just compensation. The appraiser has determined that the difference between before and after value of the Railway's property is "zero" dollars. While § 18-1A-22, CODE OF ALABAMA requires the condemning authority to establish an amount based on an appraisal it believes to be just compensation and promptly submit to the owner an offer to acquire the interest in the property for the full amount established in the appraisal, which in this case is "zero" dollars, please be advised that the Board is willing to pay a one-time consideration of \$500 for the easement rights. If you accept this offer, I will forward appropriate easement instruments for execution by Eastern Alabama Railway, LLC.

Thank you for your attention and consideration.

BALCH & BINGHAM LLP

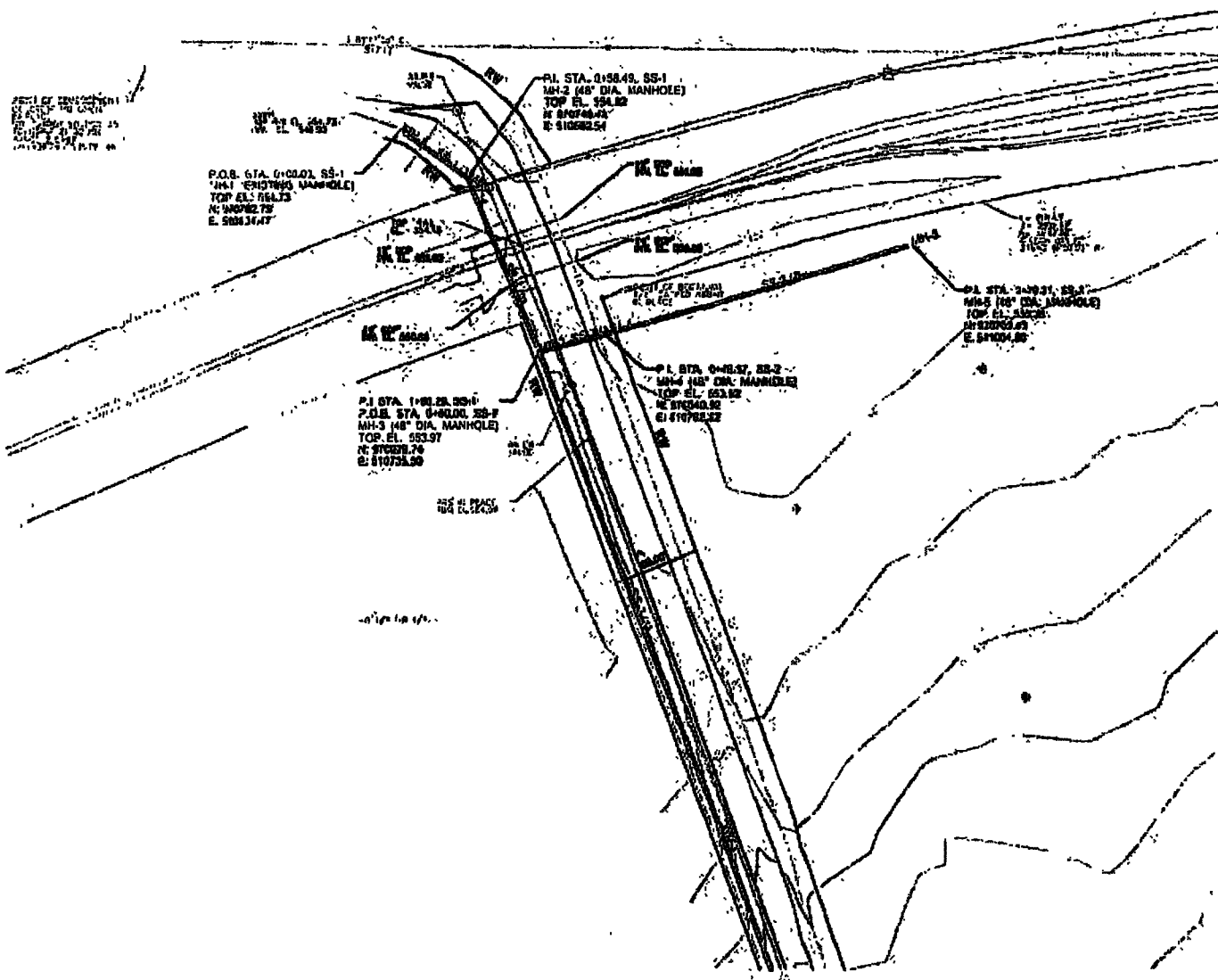
Mr. John F. DeBuys, Jr.
Mr. Turner B. Williams
July 8, 2011
Page 2

Very truly yours,


David Burkholder

DB:sl

cc: Mitch Miller
W.T. Campbell, Jr.
James A. Bradford
Matthew F. Carroll



SALIENT FACTS AND CONCLUSIONS

Subject Property Ownership	Eastern Alabama Railway, LLC Talladega County, Alabama
Rights Appraised	For purposes of this report Assumed fee simple estate
Date of Value Estimate	April 4, 2011
Date of Inspection	April 4, 2011
Area of Taking	.0821 acres
Improvements	Railroad Tracks
Zoning	None
Annual Tax Liability	Unattainable
Highest and Best Use	Railroad Corridor
Estimated Market Values:	
"Before" Value	
Land	\$1,067
Improvements	<u>\$5,483</u>
Total "Before" Value	\$6,550
"After" Value	
Land	\$1,067
Improvements	<u>\$5,483</u>
Total "After" Value	<u>\$6,550</u>
Difference in the "Before" and "After"	\$0
Total Compensation Due	\$0

**EXHIBIT H-UTILITIES BOARD APPLICATION FOR UNDERGROUND
PIPELINE WITHOUT DIAGRAMS**

RECEIVED **RECEIVED**

To be completed by Real Estate Manager

Contract Number _____
RR Code _____
Lessee Code _____
Engineer Approval _____
Date Approved _____



RailAmerica

Real Estate Department, 7411 Fullerton Street - Suite 110, Jacksonville, FL 32256

APPLICATION FOR UNDERGROUND PIPELINE CROSSING OR PARALLELISM OF RAILROAD PROPERTY AND OR TRACK

Incomplete or Inaccurate Information will delay application request

Section 1 - Applicant Data

Facility Owner

Complete Name of Applicant to
appear on Legal Document:

Sylacauga Utilities Board

Applicant Mailing Address:

P.O. Box 207

Sylacauga, AL 35150

Applicant overnight Address:

1414 Edwards Street

Sylacauga, AL 35150

Applicant Billing Address:

P.O. Box 207

Sylacauga, AL 35150

Applicant FEIN or
Social Security
Number:

Applicant
Contact Name
& Title:

Mike McGinnis (Water & Sewer Foreman)

Telephone
Number:

(256) 249-0372

Fax Number: (256) 461-2528

Email Address:

m McGinnis@sylacauga.net

Emergency Contact:

Mike McGinnis

Emergency Telephone Number:

(256) 510-6535

Applicant:

☐ Corporation ☐ Partnership ☐ Sole Proprietor ☐ Individual
☒ Municipality ☐ Developer ☐ Other

If other please explain:

State of Incorporation or
Partnership:

Alabama

Declared - water pipes must be min 4" dia. pls
see RA Utility Specs.

Also make sure
of 5'6" clearance below bottom of the
RA distribution - on name of track

LSR
12/9/11

Contact during Application Process:

Name: Milce McGinnis
Telephone Number: (256) 249-0372 Fax Number: (256) 401-2528
Email Address: mcmcginnis@syllarauga.net

Section 2 - Location Data

Proposed date of Installation: 12-1-11 to 5-1-12
Railroad Name: RailAmerica
Nearest City: Sylacauga County: Talladega State: Alabama
If Crossing Nearest Railroad Mile Post (required): 1478 ± Feet from Railroad Milepost 454 N S(E)W
Latitude/Longitude: N 33° 10' 02.99" W 86° 18' 30.89"
Valuation Station: MP 454.28
Quarter, Section, Township & Range: Township 21 South, Range 3 East, Section 35

Railroad Subdivision (required): Hill Road US DOT/AAR Crossing Number: _____
Is Crossing within a Public Road Right-of-Way? ☒ Yes ☐ No If YES, Name of Street: Hill Road (60' ROW)

*If yes, road name, number and width of public right-of-way are required on drawing, incomplete information will delay the application process.

Section 3 - Pipeline Data

Crossing or Parallelism? ☒ Crossing ☐ Parallelism
Installation: ☒ New ☐ Maintenance * ☐ Upgrade ** ☐ Replacement *** ☐ Other

**If revision or maintenance to existing crossing provide agreement number (Required): _____

Proposed Date of Installation _____

If Other or revision to existing facility, please explain: _____

Product to be Conveyed:

☐ Water

☒ Sewer

☐ Oil

☐ Gas

☐ Storm Drain

Type of Service: (Choose one)

☐ Transmission

☐ Distribution

☒ Service

☐ Other

Angle of Pipe Line Crossing the Track:

84° 13' 36"

Degrees

Will facility be exclusively used by Applicant?

☒ Yes

☐ No***

***If no, list all entities who will be using this facility:

Pipeline Specifications

	Carrier Pipe	Casing Pipe
Material	D.I.	Steel
Material Specifications and Grade	CL 350	ASTM A252 GR 2
Minimum Yield Strength of material (PSI)		35,000
Mill Test Pressure	116.3	
Inside Diameter	8.55"	15.25"
Outside Diameter	9.05"	16"
Wall Thickness	.25"	.375"
Type of Seam	Push on	welded
Laying Lengths	20 LF	40 LF
Type of Joints	Restrained Joint	welded

Vents:

yes

Number:

2

Size:

2"

Seals:

Both Ends:

☒ Yes

☐ No

One End:

☐ Yes

☒ No

**Cathode Protection:

☐ Yes

☒ No

**Protective Coating:

☒ Yes

☐ No

** Kind

Bituminous Coating

Type, size, and spacing of insulators or supports:

EPDM, 8" x 16", @ 8' OC

Location of Shut-Off Valves:

N/A

Number of Manholes:

0

Describe in detail the manner and method of installation on Railroad Property:

At milepost 454.28

a 16" steel casing will be bored and jacked crossing RailAmerica Row. The ROW width at this location is 100'. The casing will extend 5' outside the ROW. A new 8" D.I. Restrained joint pipe will be installed in this casing to collect Sanitary sewer.

Number of Tracks

Crossed:

2

Total Buried Length on Railroad
Right of Way:

100'

Bury: Bottom of
Tie to Top of
Casing:

Feet and Inches:

5'-6"

Location of Boring Pits adjacent to Track:

50'

feet

Right & Left

Launching Pit:

30'

feet

Receiving Pit:

10'

feet

Section 5 - Parallelism Data

Total Buried Length on Railroad
Right of Way:

Location if Parallelism Crosses
Tracks:

Begin Parallelism

Railroad Milepost:

Feet from Railroad Milepost

N S E W

End of Parallelism

Railroad Milepost:

Feet from Railroad Milepost

N S E W

Describe in Detail the manner and method of installation on Railroad Property:

Plans for proposed installation shall be submitted to and approved by the Railroad and designated engineer before work can begin!

Upon application approval, applicant agrees to reimburse Railroad for any cost incurred by Railroad incident to the installation, maintenance and/or supervision necessitated by the installation. Applicant further agrees to assume all liability for accidents or injuries that arise as a result of this installation.

Material and installation are to be in strict accordance with specifications of National Electrical Safety Code and AREMA, current edition, and requirements of the Railroad.

Prior to submission, it is recommended that any questions concerning this application should be submitted to the Real Estate Department of RailAmerica, Inc. All questions or requests for information submitted by email receive a rapid response. Other requests can be made by phone (904) 538-6365, or fax (904) 256-1428. Additional information can also be obtained at our website: www.railamerica.com.

Standard Application processing takes approximately 4-8 weeks. "Expedited processing" is available and will reduce the processing time to between 1-2 weeks at an additional cost of \$1,750.

Mail the application for proposed facility in triplicate, along with a \$1,000 Application Fee, \$1,500 Engineering Review Fee, and a \$1,500 Contractors Access/Occupancy Application Fee (all fees are non-refundable) in U.S. Funds to:

RailAmerica, Inc.
Attn: Real Estate Department
7411 Fullerton Street - Suite 110
Jacksonville, FL 32256

Make Check payable to the Railroad in question. W-9 Information available upon request.

This section must be completed in full signed and dated when submitting to the Real Estate Department for processing, Incomplete or Inaccurate Information will delay application request
Unsigned applications will be returned to applicant for signature and submission date.

Date: _____ Signature: Mike Richard
Phone Number: _____ Printed Name: Mike Richard
Fax Number: _____ Title: General Manager

Contact Email Address: _____

If installing more than one facility in the same location, a separate application **MUST** be completed for each new line to be installed. Applications submitted with more than one facility listed will be returned and will not be processed until all applications are returned accurate, complete and with all applicable fees.

IMPORTANT!

In order for the application to be complete ALL details pertinent to the proposed installation must be completed in full and submitted along with the following documents:

	# of Copies	Amount Due	Description
<input type="checkbox"/>	2	\$1,000	Completed Wire line Application and processing fee
<input type="checkbox"/>	2	\$1,500	Engineer review fee, plans/drawings, no larger than 11 x 17. Larger drawings will incur additional engineering fees.
<input type="checkbox"/>	2	\$1,500	Completed Contractor's Access/Occupancy Application and Fee
		\$4,000	

Standard Application processing takes approximately 4-8 weeks. "Expedited processing" is available and will reduce the processing time to between 1-2 weeks at an additional cost of \$1,750.

Entering or working on the railroad right of way or any other railroad property without the permission of the railroad is trespassing and illegal. Violators risk the possibility of serious, even fatal, injury and will be prosecuted.

EXHIBIT I-LETTER REJECTING APPLICATION



EASTERN ALABAMA RAILWAY

c/o RailAmerica, Inc. 7411 Fullerton Street, Suite 300; Jacksonville, FL 32256

November 7, 2011

Mr. Mike McGinnis, Water & Sewer Foreman
Sylacauga Utilities Board
P.O. Box 207
Sylacauga, AL 35150

Re: 16" Sewer Pipeline Application/Sylacauga, AL

Mr. McGinnis:

On the advice of counsel, we have been instructed to suspend your application pending resolution of the condemnation action, which is currently before the federal court in Alabama, Case No. 1:11-CV-03192-RBP.

As additional information, once such resolution of the condemnation has been obtained and, if your application is reinstated, then our engineer has indicated he will request the following additional information:

1. Clarification needed on casing steel: ASTM A252 must be grade 2 or better to have minimum 35,000 psi tensile strength,
2. Casing must have bituminous coating,
3. Pipeline must be vented-casing on each end outside railroad right of way, and
4. Right of way warning signs are required.

If you would like to revise the application/plans in the meantime, please return them to my attention at the address on this letterhead. Upon receipt the revisions and reinstatement of the application, they would then be resubmitted to the engineer for prompt review.

Sincerely

Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager

cc: Michael O. Bagley
Turner Williams, Esquire

**EXHIBIT J-UTILITIES BOARD REVISED APPLICATION FOR
UNDERGROUND PIPELINE WITHOUT DIAGRAMS**

To be completed by Real Estate Manager

Contract Number

RR Code

Lessee Code

Engineer Approval

Date Approved



RailAmerica

Real Estate Department, 7411 Fullerton Street - Suite 110, Jacksonville, FL 32256

APPLICATION FOR UNDERGROUND PIPELINE CROSSING OR PARALLELISM OF RAILROAD PROPERTY AND OR TRACK

Incomplete or Inaccurate Information will delay application request

Section 1 - Applicant Data

Facility Owner

Complete Name of Applicant to
appear on Legal Document:

Sylacauga Utilities Board

Applicant Mailing Address:

P.O. Box 207

Sylacauga, AL 35150

Applicant overnight Address:

1414 Edwards Street

Sylacauga, AL 35150

Applicant Billing Address:

P.O. Box 207

Sylacauga, AL 35150

Applicant FEIN or

Social Security

Number:

63-6005352

Telephone

Number:

(256)249-0372

Applicant

Contact Name

& Title:

Mike McGinnis (Water & Sewer Foreman)

Fax Number:

(256)401-2528

Email Address:

mmcginnis@sylacauga.net

Emergency Contact:

Mike McGinnis

Emergency Telephone Number:

(256) 510-6535

Applicant:

☐ Corporation

☐ Partnership

☐ Sole Proprietor

☐ Individual

☒ Municipality

☐ Developer

☐ Other

If other please explain:

State of Incorporation or
Partnership:

Alabama

Declined - need clarification on casing steel ASTM A552
must be grade 2 or better to have min.
35,000 PSI tensile strength
- casing must have bituminous coating
- must be vented - casing each end, also RR R/W.
- R/W warning signs required L&R 10/31/11

Contact during Application

Process:

Name:

Mike McGinnis

Telephone

Number:

(256) 249-0372

Fax Number:

(256) 401-2528

Email Address:

mmcginnis@syiacavga.net

Section 2 - Location Data

Proposed date of Installation

12-1-11 to 5-1-12

Railroad Name:

Rail America

Nearest City:

Sylacauga

County:

Talladega

State:

Alabama

If Crossing Nearest Railroad Mile

Post (required):

1478±

Feet from Railroad Milepost:

454

N S (E) W

Latitude/Longitude:

N 33° 10' 02.99" W 86° 18' 30.89"

Valuation Station:

MP. 454.28

Quarter, Section, Township &
Range:

Township 21 South, Range 3 East, Section 35

Railroad Subdivision (required):

Hill Road

US DOT/AAR

Crossing Number:

NA

Is Crossing within a Public Road
Right-of-Way?

☒ Yes*

☐ No

If YES, Name of
Street:

Hill Road (60' ROW)

*If yes, road name, number and width of public right-of-way are required on drawing, incomplete information
will delay the application process.

Section 3 - Pipeline Data

Crossing or Parallelism?

☒ Crossing

If Crossing
complete
sections 3 and
4

☐ Parallelism

If Parallelism
complete sections
3, 4 and 5

Installation:

☒ New

☐ Maintenance **

☐ Upgrade **

☐ Replacement **

☐ Other

**If revision or maintenance to
existing crossing provide agreement
number (Required):

Proposed Date of
Installation

If Other or revision to existing facility
please explain:

Product to be Conveyed:

☐ Water

☒ Sewer

☐ Oil

☐ Gas

☐ Storm Drain

Type of Service: (Choose one)

☐ Transmission

☐ Distribution

☒ Service

☐ Other

Angle of Pipe Line Crossing the Track:

84° 13' 30"

Degrees

Will facility be exclusively used by Applicant?

☒ Yes

☐ No***

***If no, list all entities who will be using this facility:

Pipeline Specifications

Material

Carrier Pipe

Casing Pipe

Material Specifications and Grade

Minimum Yield Strength of material (PSI)

Mill Test Pressure

Inside Diameter

Outside Diameter

Wall Thickness

Type of Seam

Laying Lengths

Type of Joints

D.I.

CL 350

Steel

ASTM A252

1103

8.55"

9.05"

.25"

Push on

20 LF

Restrained JT

15.25"

16"

.375"

Welded

40 LF

Welded

Vents:

0

Number:

0

Size:

0

Seals:

Both Ends:

☒ Yes

☐ No

One End:

☐ Yes

☒ No

**Cathode Protection:

☐ Yes

☒ No

**Protective Coating:

☐ Yes

☒ No

** Kind:

Type, size, and spacing of insulators or supports:

EPDM, 8" x 16", @ 8' O.C.

Location of Shut-Off Valves:

N/A

Number of Manholes:

0

Describe in detail the manner and method of installation on Railroad Property:

At milepost
454.28 A 16" steel casing will be bored and jacked
crossing RailAmerica ROW. The ROW width at this
location is 100'. The casing will extend 5' outside the
ROW. A 8" P.I. Restrained joint pipe will be installed in
this casing to collect sanitary sewer.

Number of Tracks

Crossed:

2

Total Buried Length on Railroad

Right of Way:

100'

Bury: Bottom of

Tie to Top of

Casing:

Feet and Inches:

5'-6"

Location of Boring Pits adjacent to Track:

50'

feet:

Right & left

Launching Pit:

30'

feet

Receiving Pit:

10'

feet

Section 5 - Parallelism Data

Total Buried Length on Railroad

Right of Way:

Location if Parallelism Crosses

Tracks:

Begin Parallelism

Railroad Milepost:

Feet from Railroad Milepost

N S E W

End of Parallelism

Railroad Milepost:

Feet from Railroad Milepost

N S E W

Describe in Detail the manner and method of installation on Railroad Property:

Plans for proposed installation shall be submitted to and approved by the Railroad and designated engineer before work can begin!

Upon application approval, applicant agrees to reimburse Railroad for any cost incurred by Railroad incident to the installation, maintenance and/or supervision necessitated by the installation. Applicant further agrees to assume all liability for accidents or injuries that arise as a result of this installation:

Material and installation are to be in strict accordance with specifications of National Electrical Safety Code and AREMA, current edition, and requirements of the Railroad.

Prior to submission, it is recommended that any questions concerning this application should be submitted to the Real Estate Department of RailAmerica, Inc. All questions or requests for information submitted by email receive a rapid response. Other requests can be made by phone (904) 538-6365, or fax (904) 256-1428. Additional information can also be obtained at our website: www.railamerica.com.

Standard Application processing takes approximately 4-8 weeks. "Expedited processing" is available and will reduce the processing time to between 1-2 weeks at an additional cost of \$1,750.

Mail the application for proposed facility in triplicate, along with a \$1,000 Application Fee, \$1,500 Engineering Review Fee, and a \$1,500 Contractors Access/Occupancy Application Fee (all fees are non-refundable) in U.S. Funds to:

RailAmerica, Inc.
Attn: Real Estate Department
7411 Fullerton Street - Suite 110
Jacksonville, FL 32256

Make Check payable to the Railroad in question. W-9 Information available upon request.

This section must be completed in full signed and dated when submitting to the Real Estate Department for processing. Incomplete or Inaccurate Information will delay application request. Unsigned applications will be returned to applicant for signature and submission date.

Date: 10/25/2011 Signature: Mike Richard
Phone Number: _____ Printed Name: Mike Richard
Fax Number: _____ Title: GM

Contact Email Address: _____

If installing more than one facility in the same location, a separate application **MUST** be completed for each new line to be installed. Applications submitted with more than one facility listed will be returned and will not be processed until all applications are returned accurate, complete and with all applicable fees.

IMPORTANT!

In order for the application to be complete ALL details pertinent to the proposed installation must be completed in full and submitted along with the following documents:

	# of Copies	Amount Due	Description
<input type="checkbox"/>	2	\$1,000	Completed Wire line Application and processing fee
<input type="checkbox"/>	2	\$1,500	Engineer review fee, plans/drawings, no larger than 11 x 17. Larger drawings will incur additional engineering fees.
<input type="checkbox"/>	2	\$1,500	Completed Contractor's Access/Occupancy Application and Fee
		<u>\$4,000</u> ✓	

Standard Application processing takes approximately 4-8 weeks. "Expedited processing" is available and will reduce the processing time to between 1-2 weeks at an additional cost of \$1,750.

Entering or working on the railroad right of way or any other railroad property without the permission of the railroad is trespassing and illegal. Violators risk the possibility of serious, even fatal, injury and will be prosecuted.

Sewer Pipeline Checklist

General



- All bore pits outside the railroad right of way
- All pipelines are properly marked with signs at right of way lines over the centerline of the pipe
- No construction, manpower or equipment within 25 ft from centerline of track
- No crossing within 15 ft of long tie near turnout.
- No pipe within 50 ft of bridge, building or important structure.
- No pipe running within ditch or earth embankment. *Make sure not ditch*
- Pipe maintains minimum 4 ft depth below natural ground within right of way

Pipe Specifications

Utilizing Casing



- Each end of casing is sealed
- Casing Pipes extends full right of way
- Steel pipe has bituminous coating
- Steel pipe minimum yield strength of 35,000 psi
- Vent pipes 4" dia. Minimum
- Vent pipe 4 ft minimum above ground surface *Not shown*

Carrier Pipe Diameter Less than 6"



- Inner diameter of casing pipe is 2" or greater than outer diameter of carrier pipe.

Carrier Pipe Diameter 6" or Greater



- Inner diameter of casing pipe is 4" or greater than outer diameter of carrier pipe $15.25 - 9.05 = 6.20"$

Not Utilizing Casing



- Non-pressure sewer
- Jack and bore reinforced concrete carrier pipe

Horizontal Directional Drill



- Detailed bore plan
- Detailed frac-out plan

Outermost Pipe Less than 6" Diameter



- 10 ft minimum depth below bottom of tie

Outermost Pipe Diameter 6" or Greater



- 25 ft minimum depth below bottom of tie

Jack and Bore



- 5.5 ft minimum depth below bottom of tie. *check X-section.*

The purpose of the checklist is to improve quality control and to ensure applications are properly documented. Completing this checklist will accelerate the application approval process. Please refer to RailAmerica's Utility Specifications for more detailed requirements. All information from this checklist needs to be properly documented in RailAmerica's Application for Underground Wireline Crossing or Parallelism of Railroad Property and or Track.

EXHIBIT K-LETTER THREATENING REROUTING OF SEWER LINE

BALCH

& BINGHAM LLP

February 3, 2012

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Donna Killingsworth
Cable and Pipeline Transaction Manager
Eastern Alabama Railway
c/o RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256


Dear Ms. Killingsworth:

I represent the Utilities Board of Sylacauga (the "Utilities Board"). The Utilities Board asked that I respond to your letter of November 7, 2011, denying the Utilities Board's application to install a sewer pipeline at Hill Road in Sylacauga, Alabama.

As you are aware, EARY agreed to authorize that sewer pipeline as part of the parties' September 6, 2011 mediation settlement statement. EARY's refusal to do so is a direct breach of the parties' agreement. Due to the importance of the new IKO factory to Sylacauga, the Utilities Board must begin installation of its new sewer pipeline by no later than March 1, 2012. Accordingly, demand is hereby made on EARY to authorize the pipeline by no later than February 15, 2012. Please be advised that if EARY does not comply with this demand, the Utilities Board reserves all rights and remedies resulting from EARY's breach. This includes, but is not necessarily limited to, the costs that the Utilities Board will incur if it is forced to construct the sewer pipeline by an alternative route. Based on the bids that the Utilities Board has received, the cost difference between the route previously agreed to by EARY and the alternate route the Utilities Board will have to follow as a consequence of EARY's breach is estimated to be at least \$371,530. The Utilities Board will hold EARY responsible for these additional costs.

Please feel free to contact me if you have any questions. Nothing in this letter is or should be construed as a waiver by the Utilities Board of any claims, causes of action, rights or remedies available to it under law or equity, all of which are expressly reserved.

Very truly yours,



Matt Carroll

MFC:jr

Ms. Donna Killingsworth

February 3, 2012

Page 2

cc: Bill Campbell
Turner Williams

EXHIBIT L-LETTER REJECTING REVISED APPLICATION

Killingsworth, Donna (GPRK)

From: Killingsworth, Donna (GPRK)
Sent: Monday, February 13, 2012 11:21 AM
To: 'mmcginnis@sylacauga.net'
Subject: RE: EARY Notice - Hill Road Pipeline Application
Attachments: EARY Sylacauga Utilities Application ltr 11-07-2011.doc.pdf

Mr. McGinnis:

We have received the revised application from your lawyer last Friday and we can obtain engineering approval from EARY with two clarifications:

- (1) that the vent pipes show as being a minimum of 4" in diameter; and
- (2) that the clearance from the bottom of the railroad ties is clearly marked as being five and one-half feet (5'6").

Therefore, please provide revised construction plans showing the two items above as clearly marked in addition to the other 4 items specified in my letter dated November 7, 2011 letter to you (attached is a copy for your convenience).

We look forward to receiving from you the revised plans and we will reply promptly after receipt of them."

Thank You
Donna Killingsworth, MBA
Cable & Pipeline Transaction Manager
Railamerica, Inc.
7411 Fullerton St., Suite 300
Jacksonville, FL 32256
Ph 904-538-6365
Fx 904-256-1428
donna.killingsworth@railamerica.com.

New applications and insurance requirements can be obtained by visiting our website at www.railamerica.com

EXHIBIT M-CONDEMNATION COMPLAINT

UTILITIES BOARD OF THE CITY
OF SYLACAUGA,
a corporation,

Plaintiff,

v.

EASTERN ALABAMA RAILWAY,
LLC, ET AL.,

Defendants.

IN THE PROBATE COURT FOR
TALLADEGA COUNTY, ALABAMA

CASE NO.: _____

FILED
08/23/2011 04:16 PM
BILLY L. ATKINSON
PROBATE JUDGE
TALLADEGA County, ALABAMA

COMPLAINT FOR CONDEMNATION

Comes now Utilities Board of the City of Sylacauga ("Utilities Board"), a municipal corporation of the state of Alabama, and files this complaint against Eastern Alabama Railway, LLC ("EARY") and all others claiming an interest in the land described below, for an order of condemnation of the lands, rights, and interests therein, hereinafter described, and shows unto the Court as follows:

ARTICLE FIRST: That the plaintiff, Utilities Board, is a municipal corporation organized and existing under the laws of the State of Alabama, with its principal place of business in Talladega County, Alabama.

That the following party against whom this complaint is filed is a domestic limited liability company doing business in the State of Alabama:

<u>NAME</u>	<u>ADDRESS</u>	<u>INTEREST</u>
Eastern Alabama Railway, LLC	2413 Hill Road Sylacauga, AL 35151	Owner of Interest in Property

**REGISTERED AGENT
FOR SERVICE:**

C T Corporation System
2 North Jackson Street, Suite 605
Montgomery, AL 36104

That the following person against whom this complaint is filed is over the age of nineteen (19), is of sound mind, and is a resident of the State of Alabama:

<u>NAME</u>	<u>ADDRESS</u>	<u>INTEREST</u>
Sally K. Flowers Revenue Commissioner	Talladega County Courthouse 1 Courthouse Square Talladega, AL 35161	Tax Lien

That the said defendants are the owners of, or the owners of an interest in or on, the land hereinafter described and herein set out.

ARTICLE SECOND: Plaintiff is a municipal corporation having the right by its charter to own, maintain, and operate a water and sewer system for customers in and contiguous to the City of Sylacauga, and the rights, ways and rights-of-way herein described are sought to be condemned for its water and sewer pipes, lines, and facilities for that purpose. Plaintiff has the right to condemn pursuant to section 11-50-314(11) of the 1975 Code of Alabama, as amended.

ARTICLE THIRD: That the uses and purposes for which the said land, rights and interests hereinafter described are to be condemned and taken are in connection with the construction, operation and maintenance of subterranean water and sewer pipes, lines, facilities and other appliances necessary and convenient in connection therewith, and plaintiff therefore seeks to acquire ways and rights-of-way of 20 feet in width on, across, under and over the land as hereinafter described in Parcel 1 and Parcel 2 of Article Fourth hereof, and the right to construct and erect on, across, under and over said land such subterranean water and sewer pipes, lines and facilities, and all appliances necessary, convenient and useful in connection therewith for such purposes, together with all the rights conferred by law and all that are necessary, useful and convenient to the enjoyment of said rights, ways and rights-of-way for such uses and purposes.

The property described in Parcels 1 and 2 of Article Fourth, or a portion thereof or interest therein, has previously been subjected to a public use. Plaintiff alleges that there is an actual necessity that the lands described in Parcel 1 and 2 of Article Fourth be condemned for the purposes described herein, and Plaintiff further alleges that the uses and purposes to which such lands are sought to be condemned will not materially interfere with the public use to which such lands have previously been devoted.

ARTICLE FOURTH: That the said rights, ways, rights-of-way and other interests sought to be condemned for such uses and purposes are on, across, over, under and adjacent to strips of land described hereinafter, according to the final location survey of the said ways and rights-of-way heretofore made by the plaintiff, the said strips of land and the lands of which the same are a part being situated in Talladega County, Alabama, and described as follows:

Parcel #1

A 20 foot sewer line easement being 10 feet in equal width on each side of the following described line: Commence at a concrete monument in place being the Northwest corner of Section 35, Township 21 South, Range 3 East, Talladega County, Alabama; thence proceed South 89° 12' 38" East along the North boundary of said quarter-quarter section for a distance of 752.06 feet; thence proceed South 00° 47' 22" West for a distance of 97.03 feet a point on the Northerly boundary of a railroad right-of-way, said point being the centerline of said sewer line easement and the point of beginning. From this beginning point proceed South 23° 41' 31" East along the centerline of said sewer line easement for a distance of 100.59 feet to a point on the Southerly boundary of said railroad right-of-way.

A diagram portraying Parcel #1, the property sought to be taken, and any remainder is attached to this complaint as Exhibit A.

The said EARY and Sally K. Flowers, as Revenue Commissioner, are the owners of the land described above and/or of an interest on or in said lands.

Parcel #2

A 20 foot water line easement being 10 feet in equal width on each side of the following described line: Commence at a concrete monument in place being the Northwest corner of Section 35, Township 21 South, Range 3 East, Talladega County, Alabama; thence proceed South 89° 12' 38" East along the North boundary of said quarter-quarter section for a distance of 762.46 feet; thence proceed South 00° 47' 22" West for a distance of 93.49 feet a point on the Northerly boundary of a railroad right-of-way, said point being the centerline of said water line easement and the point of beginning. From this beginning point proceed South 23° 43' 13" East along the centerline of said water line easement for a distance of 100.83 feet to a point on the Southerly boundary of said railroad right-of-way.

A diagram portraying Parcel #2, the property sought to be taken, and any remainder is attached to this complaint as Exhibit A.

The said EARY and Sally K. Flowers, as Revenue Commissioner, are the owners of the land described above and/or of an interest on or in said lands.

WHEREFORE, PREMISES CONSIDERED, plaintiff prays that this Court will make and enter an order appointing a day for the hearing of this complaint; that a copy of the complaint and notice of hearing date be served upon the defendants; and that upon such hearing, an order will be made by this Court condemning to the uses and purposes of this plaintiff, all the rights, authority and power sought and described herein, and for such other and further orders as may be authorized by law.

UTILITIES BOARD OF
THE CITY OF SYLACAUGA.

By 
Attorney for Plaintiff

OF COUNSEL:

W.T. CAMPBELL, JR.,
Attorney at Law
400 West Third Street
Sylacauga, Alabama 35150
(256) 245-5268

BALCH & BINGHAM LLP
James A. Bradford
Matthew F. Carroll
David R. Burkholder
P. O. Box 306
Birmingham, Alabama 35201
(205) 251-8100

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority, personally appeared, MATT CARROLL, who being by me first duly sworn, deposes and says that he is one of the attorneys for the plaintiff, Utilities Board of the City of Sylacauga, and has the authority to make this affidavit and to institute and prosecute the foregoing Complaint for the condemnation of the lands, rights, and interests therein described; and that the statements contained in the foregoing complaint are true and correct as therein alleged or upon information and belief as therein alleged.

Sworn to and subscribed before me this 23rd day of August, 2011

Pracy D. Martin
Notary Public

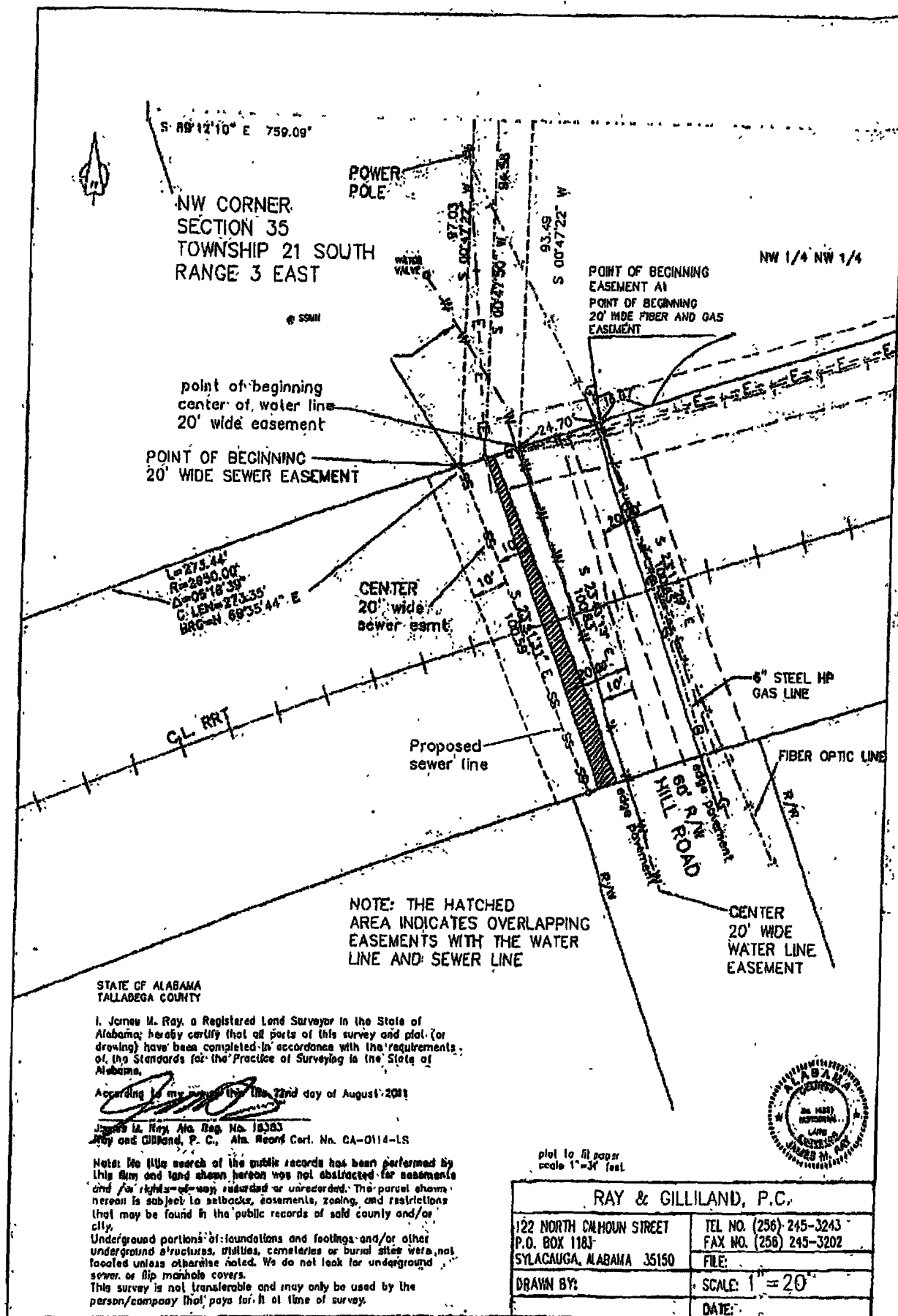
My Commission Expires: 5-1-15

Defendants.

**IN THE PROBATE COURT FOR
TALLADEGA COUNTY, ALABAMA**

CASE NO.: _____

EXHIBIT A TO
COMPLAINT FOR CONDEMNATION



**EXHIBIT N-LOG OF CONTACTS BETWEEN THE UTILITIES BOARD AND
STRONG**

	Date	Interaction	Contact Name2	License No.	Description
<input checked="" type="checkbox"/>	10/04/11	CALLIN	Matt Carroll, Attorney	0010338	returned my call to Mike Richard, LM so AW will
<input type="checkbox"/>	07/15/11	CALLIN	Attorney Matt Carroll	0010338	we discussed the EARY/SYLACAUGA litigation,
<input type="checkbox"/>	07/15/11	CALL	Attorney Matt Carroll	0010338	called and left him a message
<input type="checkbox"/>	09/03/10	EMAIL	General	0010338	follow up with Alan Wright on conf. call
<input type="checkbox"/>	08/05/10	EMAIL	General	0010338	status on conference call
<input type="checkbox"/>	07/21/10	EMAIL	General	0010338	Alan Wright - requesting status/follow up
<input type="checkbox"/>	04/29/10	EMAIL	Matt Carroll, Attorney	0010338	checking back
<input type="checkbox"/>	04/22/10	CALL	Attorney Matt Carroll	0010338	Status update
<input type="checkbox"/>	04/13/10	INLETTER	Attorney Matt Carroll	0010338	incoming fax to Alan Wright
<input type="checkbox"/>	04/12/10	LETTER	Bruce Abernathy	0010338	Letter from Alan Wright
<input type="checkbox"/>	03/22/10	EMAILIN	Attorney Matt Carroll	0010338	EMAILIN
<input type="checkbox"/>	03/15/10	CALLIN	Matt Carroll, Attorney	0010338	He is requesting sufficient information and copies
<input type="checkbox"/>	03/11/10	EMAILIN	Matt Carroll, Attorney	0010338	EMAILIN
<input type="checkbox"/>	03/11/10	EMAIL	Matt Carroll, Attorney	0010338	RA Letters
<input type="checkbox"/>	03/09/10	EMAILIN	Matt Carroll, Attorney	0010338	EMAILIN
<input type="checkbox"/>	03/08/10	EMAIL	Matt Carroll, Attorney	0010338	Sylacauga list of Agreements
<input type="checkbox"/>	02/25/10	CALL	Attorney Matt Carroll	0010338	Returned his call - Left a messag
<input type="checkbox"/>	02/25/10	CALLIN	Attorney Matt Carroll	0010338	Calling to follow up on the invoices received by t
<input type="checkbox"/>	02/05/10	CALLIN	Matt Carroll, Attorney	0010338	pls call back to verify no overlapping billings
<input type="checkbox"/>	09/16/09	CALL	Attorney Bill Campbell	0010338	Left a message
<input type="checkbox"/>	08/31/09	CALL	Attorney Bill Campbell	0010338	Left a message - on another call
<input type="checkbox"/>	08/31/09	CALL	Darrell Russell	0010338	Wouldn't take my call
<input type="checkbox"/>	08/07/09	CALL	Darrell Russell	0010338	Follow up call - left another message
<input type="checkbox"/>	07/21/09	CALL	Darrell Russell	0010338	Left a message
<input type="checkbox"/>	02/26/09	CALL	Darrell Russell	0010338	Phone Call
<input type="checkbox"/>	06/24/08	EMAIL	Arthur Wright	0010338	Emailed certified letter rec'd today

hardyv

Untitled
02/21/12 06:08 PM

